

**County of Loudoun**  
**Department of Planning**  
**MEMORANDUM**

**DATE:** August 31, 2010

**TO:** Stephen Gardner, Project Manager  
Land Use Review

**FROM:** Sarah Milin, Senior Planner  
Community Planning

**SUBJECT: ZMAP 2008-0018 & SPEX 2010-0008 – Dulles World Center 3<sup>rd</sup> Referral**

**BACKGROUND**

The Applicant, Dulles World Center, LLC, first submitted land development applications for the Dulles World Center property in 2008. After two rounds of referral comments, staff review of the applications was suspended due to issues related to the proposed realignment of Innovation Avenue. The Applicant subsequently submitted an amended application (ZMAP 2010-0003, SPEX 2010-0006, SPEX 2010-0007, & SPEX 2010-0008) which retained the existing right-of-way for Innovation Avenue and was processed as new application. Community Planning staff provided comments on the amended application on June 18, 2010. Since this previous referral, the Applicant reached an agreement with the owners of Innovation Avenue regarding its dedication and other development-related issues and the original application has been reactivated.

The current proposal requests to rezone the approximately 81.68-acre property from the PD-RDP (Planned Development – Research and Development Park) zoning district under the 1972 Loudoun County Zoning Ordinance to PD-OP (Planned Development – Office Park) [21.86 acres] and PD-TC (Planned Development – Town Center) [59.82 acres] under the Revised 1993 Loudoun County Zoning Ordinance in order to develop up to 4,029,500 square feet of non-residential uses (3,279,500 square feet of office, 400,000 square feet of commercial retail, and 350,000 square feet of hotel) and up to 1,495 multi-family residential dwellings. A Special Exception has been requested (SPEX 2010-0008) to increase the Floor Area Ratio (FAR) in the PD-OP zoning district from 0.6 to 1.45 FAR. Ten (10) Zoning Ordinance Modifications (ZMODs) are also requested.

Significant changes since the previous submission include the realignment of Innovation Avenue along the northern property boundary; the accommodation of a potential bridge crossing of the Dulles Toll Road; an increase of 50,000 square feet of commercial development and 214,000 square feet of office development within the proposed PD-OP

portion of the property, resulting in a proposed density increase from 1.25 to 1.45 FAR; the elimination of two potential hotels; the provision of workforce housing units; and the withdrawal of several Zoning Ordinance Modifications (ZMODs) and Special Exceptions. The Applicant in their response letter acknowledged that they may need to seek additional applications or amendments as more specific information becomes known about the project and potential tenants.

### **SUMMARY OF OUTSTANDING ISSUES**

The applicant responded to staff comments that were generated from the first referral of the amended proposal (ZMAP 2010-0003). Staff has reviewed the third submission of ZMAP 2008-0018, Dulles World Center under the current plan. Although several issues have been adequately resolved with the current submission, others remain outstanding, including the primary issue that the proposed land use is not consistent with adopted policies in the Revised General Plan. Until these significant and overarching issues are resolved, Community Planning staff cannot recommend approval of the proposal. Should the application move forward, staff is providing a bulleted list of unresolved issues to facilitate further review of the application. A comprehensive discussion of issues is provided on pages 5 – 23 of this referral.

#### Land Use

- Residential land uses are not envisioned within this area of the Route 28 Tax District.
- Proposal would enable a more intense development than Plan policies envision.
- Proposal is not consistent with the Regional Office land use mix as it does not limit its commercial component to employment supportive retail uses and provides insufficient public/civic spaces.
- Reviewing the proposal under policies being considered for the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001) is premature at this time.

#### Commercial Retail & Services

- Reduce the amount of retail and service uses to 5% of the gross floor area of the non-residential uses.
- Revise Proffer II.F to decrease the maximum permitted size of individual commercial establishments in Land Bays 7 and 8 and commit to providing a variety of smaller retail establishments within these land bays.

#### Public/Civic

- Within the proposed PD-OP zoning district, commit to providing 5% of the gross acreage as public/civic uses consistent with Business policies such as plazas, public art, entrance features, etc.
- Within the proposed PD-TC zoning district, comply with the PD-TC district requirements for civic uses and eliminate the proposed ZMOD.
- If the ZMOD is considered, then calculate it based on the gross acreage of the property (i.e., minimum 2.99 acres of civic/public uses); revise Proffer V.B to ensure the provision of walled public and civic structures; specify the location of civic uses on the CDP, Sheet 7, Landbays Tabulation Chart, concentrating such uses within the proposed Town Center core; and account for the provision of civic uses in square footage calculations in the CDP and proffers.

- Continue participating in inter-jurisdictional discussions regarding joint provision of police, fire, rescue and parks and recreational services to the area surrounding the Route 28/CIT metrorail station.

#### Parks and Open Space

- Revise the CDP, Sheet 7, Landbay Tabulations Chart to show that a total of 10.2 acres of open space will be provided, consistent with Proffer V.A.
- Revise Proffer V.C to:
  - provide stronger commitments regarding proposed on-site recreational amenities, including the provision of tot lot(s) or playground(s);
  - remove Proffers V.C.2.d and V.C.2.e to ensure that all residents will have access to minimal recreational amenities within the residential buildings; and
  - revise Proffer V.A.2 to specify land bays where the 17,000 square feet of pocket parks will be provided.
- If sufficient on-site recreational facilities are not committed to, consider providing a commitment to further developing existing recreational facilities within the project's subarea in excess of typical capital facilities contribution.

#### Inter-Jurisdictional Coordination

- Continue to participate in ongoing inter-jurisdictional discussions regarding transportation, public facilities, regional parks, and off-site bicycle and pedestrian connections to the planned rail station.

#### Phasing and Economic Development

- Review Proffer II.D.2 and Proffer II.E regarding heights of office buildings and parking structures for clarity.
- Revised Proffer III to specify how much total non-residential development will be permitted in Phase IB.
- Remove or refine Note F under the Landbays Tabulation Chart on Sheet 7 to provide specific, enforceable commitments regarding minimum and maximum commercial development within individual land bays.

#### Residential Buy-out of the Route 28 Tax District

- Consult with the County's Department of Management & Financial Services to determine an appropriate Route 28 Tax District buy-out payment.

#### Existing Conditions/Sustainable Development

- Clearly depict the proposed 50-foot River and Stream Corridor Management Buffer and proposed encroachments on appropriate sheets of the CDP. Alternatively, revise Proffer IX.E to clarify that the only impacts to the management buffer will be road crossings and pervious surface trails.

#### Site Design and Layout

- Proposed development does not comply with the Plan's vision for a Regional Office Center.
- Proposal also does not fully comply with the Plan's vision for a Town Center although a PD-TC



zoning district is requested.

- If adopted, comply with design standards being developed with the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001).
- Revise the CDP, proffer statement and/or the Dulles World Center Design Guidelines to provide additional guidance and commitments regarding:
  - specific features that will allow the site to serve signature gateway to Loudoun County and Route 28;
  - that no surface parking will front on either the Dulles Toll Road or Route 28 unless heavily landscaped and fully screened from view;
  - specific site design commitments for the proposed PD-OP district consistent with the Regional Office design guidelines of Chapter 11;
  - additional description of commercial and retail space within and adjacent to The Promenade; and
  - remove Note E on Sheet 7 regarding the transfer of residential units between land bays
- Provide information regarding development within the portion of Land Bay 6 that is outside the natural preservation area and adjacent to Roads A and C. Consider placing a public/civic and/or active recreation uses in this area.

#### Pedestrian and Bicycle Connections

- Commit to 10-foot wide sidewalks within the PD-OP district and a shared use path along the proposed Shaw Road Extension.
- Revise Proffer VIII.3 to commit to crosswalks at all intersections throughout the entire development that include special treatments (such as raised median refuges, curb extensions, overhead lighting, and pedestrian-activated signals or warning lights).
- Continue discussions with adjacent jurisdictions and the Center for Innovation Technology (CIT) regarding coordinated and consistent multi-modal connections to the Route 28/CIT Metro Station, including consideration of on-street bike lanes and pedestrian-only sidewalks in lieu of the proposed shared use paths.
- If the trail within Land Bay A is to be publicly accessible, extend it to the property's northern boundary and revise Proffer VIII.C to commit to crosswalks wherever it crosses a roadway and that the Applicant will coordinate with the Department of Parks, Recreation and Community Services (PRCS) regarding the location and design of the trail.

#### Unmet Housing Needs

- Revise Proffer II.A.2 to:
  - reference Unmet Housing Needs Units rather than Workforce Dwelling Units (WDUs);
  - commit to the percentage of Unmet Housing Needs Units that will be provided at specific income tiers, recognizing that the largest segment of unmet housing needs is for incomes below 30% of the AMI and that the maximum household income for all rental Unmet Housing Need Units should be less than 60% of the Washington Metropolitan AMI;
  - remove the provision that would allow all Unmet Housing Needs Units to be placed within a single building; and
  - provide a monetary contribution to help off-set the additional costs that will be incurred by

the County to administer these units.

- Provide information regarding the administration of WDUs subject to a federal and state affordable housing program.
- Commit to a variety of multi-family residential unit types, including sizes and number of bedrooms, throughout the project in order to accommodate various needs within the County.
- Commit that a certain percentage of units will incorporate housing for special needs populations as well as universal design principles.

#### Capital Facilities/Open Space Preservation Program

- Unless the project is revised to commit providing Unmet Housing Units at specific income tiers, revise Proffer IV to state that each multi-family unit will provide a one-time capital facilities contribution of \$23,758.
- Provide a substantial open space preservation contribution.

### **OUTSTANDING ISSUES**

#### **1. Land Use**

The proposal is not consistent with the intent, recommended land use mix, and intensity as defined in the Revised General Plan for a Business Community at this location within the Route 28 Tax District. The Plan envisions that the Dulles World Center property will support a variety of office uses with supportive services and retail at intensities ranging from 0.4 to 1.0 FAR for the non-residential uses (Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix). In contrast, the application, if built to the maximums requested, would result in a non-residential and residential development program equivalent to 1.5 FAR<sup>1</sup> (Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix).

As shown in Table 1, the proposal also does not meet the Plan-anticipated land use mix for Regional Office developments in that it proposes residential uses in an area of the Route 28 Tax District where they are not permitted, the proposed commercial component is not limited to employment supportive retail uses, and the Plan's standard regarding public and civic uses is not met. Additional discussion regarding commercial retail and service uses as well as public/civic spaces is provided below. Please note that the anticipated development of the subject property per existing policies is based on the Regional Office land use mix and assumes a minimum 0.4 FAR and a maximum 1.0 FAR. The proposed land uses are based on the minimums and maximums set forth in the Landbay Tabulations Chart on Sheet 7 of the Concept Plan.

<sup>1</sup> Assuming 900 square feet per multi-family dwelling unit per Proffer II.A.1. 3,279,500 sf office + 400,000 sf commercial retail + 350,000 sf hotel uses + 1,345,500 sf residential = 5,375,000 sf maximum development/81.68 acres (or 3,557,980.8 sq ft) = 1.5 FAR.

Table 1. Revised General Plan-Anticipated Uses for Subject Property Based on Regional Office Land Use Mix

Regional Office Land Use Categories	<u>Revised General Plan</u> Guidance			Proposal <sup>3</sup>
	Minimum Required – Maximum Permitted (% of total land area)	Equivalent Land Area <sup>1</sup>	Estimated Floor Area/ Dwelling Units <sup>2</sup>	
High Density Residential	0% <sup>6</sup>	0 acres	0 du's	1,495 du's
Regional Office	50 – 70%	40 – 57 acres	711,596 – 2,490,587 sf	1,418,300 – 3,279,500 sf
Commercial Retail & Services	0 – 5% of the gross floor area (sf) of the non-residential uses <sup>4</sup>	n/A	0 – 124,529 sf	176,500 – 400,000 sf (no hotel) 376,500 – 750,000 sf (with hotel)
Public & Civic	At least 5%	At least 4.08 acres	n/A	2.74 acres <sup>5</sup>
Public Parks & Open Space	At least 10%	At least 8.17 acres	n/A	7.77 acres <sup>7</sup>

<sup>1</sup> Calculated on 81.68 acres (gross acreage of subject property).

<sup>2</sup> Range based on Plan-specified minimums and maximums for non-residential uses - 0.4 to 1.0 FAR.

<sup>3</sup> Proposed uses from CDP Sheet 7, Land Bay Tabulations, Minimums and Maximums.

<sup>4</sup> Retail Plan, Employment Supportive Retail Centers Policy 2

<sup>5</sup> May be over or underestimated. Recreational amenities per Proffer V.C. that could be considered public/civic uses not included. See Public/Civic discussion below.

<sup>6</sup> The subject property is not located within an area of the Route 28 Tax District where residential uses are permitted (Revised General Plan, Chapter 6, Residential Policy 3 and High-Density Residential Policies 1, 2 & 5).

<sup>7</sup> The CDP appears to underestimate the total public parks and open space component; see Public Parks & Open Space discussion below.

The existing approved development for the site (ZMAP 1985-0009, KJS Partnership, also known as Kavar), which allowed up to approximately 2.93 million square feet of office, research and development, and hotel/conference center uses at a 1.0 FAR on the site, is in more substantial conformance with current Plan policies. The Applicant's response to referral comments notes that the County is currently considering a separate Comprehensive Plan Amendment ('CPAM') for portions of the Route 28 Corridor, including the subject project. The Applicant believes that it is more appropriate to measure the zoning application against a proposed planning designation than one that will be obsolete. However, although the County is considering expanding the boundaries of the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001) to include the Dulles World Center property, reviewing the proposed application under CPAM 2009-0001 is premature given that the plan amendment is still evolving and formal review by the Planning Commission and the Board of Supervisors has not yet occurred.



***The proposal is not consistent with the intent, recommended land use mix and density envisioned by the Revised General Plan for Business land uses at this location within the Route 28 Tax District. These significant land use issues can only be resolved through the adoption of a plan amendment that changes land development policies for the site. Staff encourages the Applicant to continue participating in the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001). However, reviewing the proposal under policies being considered for the Plan Amendment is premature at this time.***

The Applicant has also requested a Special Exception (SPEX 2010-0008) to increase the Floor Area Ratio (FAR) in the PD-OP district from 0.6 to 1.45. A Special Exception plat has been provided for this proposed Special Exception. As stated above, the Plan calls for Regional Office communities to be mixed-use developments that support a variety of office with supportive services and retail at a maximum intensity of 1.0 FAR for the non-residential uses (Revised General Plan, Chapter 6, Suburban Policy Area Land Use Matrix). If this Special Exception is approved, then the portion of the site proposed to be rezoned to the PD-OP zoning district could develop at a greater intensity than anticipated by the Plan.

***The proposed Special Exception is not fully in conformance with Plan policies which support up to 1.0 FAR. Staff recommends that the Special Exception plat provide greater detail, including building envelopes and maximum heights of buildings, in order to demonstrate the intensity of development and help the County identify appropriate Conditions of Approval to avoid, minimize or mitigate any potential negative impacts.***

## **2. Commercial Retail & Services**

Within designated Business areas, commercial retail and service uses are limited to either 10% of the gross land area (Revised General Plan) or 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (Retail Plan), whichever is less. Although the Applicant has reduced the project's overall retail/commercial service component since the original submission, the proposed 400,000 square feet of general retail uses represents approximately 10%<sup>2</sup> of the total non-residential development proposed for the property, in excess of Plan policies. When the proposed 350,000 square foot hotel is included in the calculations, the percentage of retail/commercial service uses to the total non-residential development increases to approximately 19%<sup>3</sup>. The Applicant's response letter indicates that in order to create the type of pedestrian-oriented, mixed-use activity the Applicant envisions for the property, the proposed development must include retail uses that appeal to residents, visitors and hotel guests rather than only office workers. The Special Exception plat also indicates that the 50,000 square feet of retail uses proposed in the PD-OP district will be contained within the office buildings.

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<sup>2</sup> 400,000 square feet of retail and commercial service uses / 4,029,500 square feet of total non-residential development = 9.9%

<sup>3</sup> 750,000 square feet of retail and commercial service uses / 4,029,500 square feet of total non-residential development = 18.6%

***To be fully consistent with current Plan policies, the application should reduce the proposed commercial retail and service component to 5% of the total non-residential uses within the project and provide commitments that such uses will be employment supportive. However, should a mixed-use development be approved on the Dulles World Center property, additional commercial retail and service uses may be appropriate in order to serve the proposed residences. Staff notes that the proposed retail component would be consistent with the Plan's vision for mixed-use developments, such as the Town Center or Urban Center policies.***

***Staff also recommends that Proffer II.F, which limits individual commercial establishments in Land Bays 7 and 8 to 40,000 square feet, be revised to decrease the maximum permitted size. One or two large-scale retail establishment containing 40,000 square feet would be inconsistent with the overall vision of The Promenade and Town Green provided in the Design Guidelines, which states that outdoor dining and shops associated with retail uses in the buildings proximate to the Town Green will activate this space. To meet this vision, the Applicant should also commit to providing a variety of smaller retail establishments within these landbays, such as outdoor cafes, coffee shops, ice creams shops, etc. that typically contain 1,000 to 5,000 square feet.***

### **3. Public and Civic Uses**

The Plan envisions that all Business Communities will provide public and civic uses equivalent to 5% of the total land area that primarily serve the immediate development, such as plazas, public art, entrance features, and other types of public facilities where warranted (Revised General Plan, Chapter 6, Open Space Policy 2 and Chapter 11, Light Industrial and Regional Office Design Guidelines). Within the proposed PD-OP zoning district, the project should include approximately 1.09 acres of public/civic space, or 5% of 21.86 acres, to be consistent with these policies. Proffer V.A.1 commits to providing at least one gazebo and at least three picnic tables with benches on the property; however, these amenities are considered to be open space under Plan policies and the Landbay Tabulations Chart on Sheet 7 indicates that no civic uses will be provided within this district.

***Given the distance of the PD-OP portion of the property from the proposed Town Center core, staff recommends that the Applicant commit to specific public and civic amenities that are consistent with the Plan's vision for Business Communities (i.e., plazas, public art, entrance features, etc. that is equivalent to 5% of the PD-OP acreage). The provision of public/civic uses within Land Bay A is particularly critical if developed as a secure office campus.***

Within the proposed PD-TC zoning district, the Applicant has proposed a Zoning Ordinance Modification (ZMOD) to reduce the required public and civic component from 10% of the proposed PD-TC district (or 5.98 acres of the gross 59.82 acres) to 2.74 acres. Although the proposed Zoning Ordinance modification is generally consistent with the land use mix for Plan-designated Business Communities, staff does not support the modification given that the



requested PD-TC zoning district will enable the development of a mixed-use, pedestrian-oriented development that includes both residential and non-residential uses on a portion Dulles World Center property. Note B of the Landbay Tabulations Chart on Sheet 7 indicates that if the modification is approved, then the 5% will be based upon the area of development minus the floodplain and Innovation Avenue. It is the Plan's intent that public and civic use be calculated on the gross acreage of a property, or 2.99 acres, not 2.74 acres as suggested by the Applicant.

The application should also comply with providing the types of civic uses required by the Zoning Ordinance such as government offices, public meeting halls, libraries, art galleries, museums, post offices, churches, and similar facilities that generate pedestrian activity and act as a visual focal point (1993 Revised Loudoun County Zoning Ordinance, PD-TC Zoning District, Section 4-808(H)). Proffer V.B appears to circumvent the Zoning Ordinance requirements by identifying specific uses that will count towards meeting the project's public/civic use requirement within proposed PD-TC district. The specified uses include the civic structures listed above as well as several open spaces such as flower and sculpture gardens, programmed parks such as village greens or plazas, and arboretums. The proffer commits to providing at least one of the listed uses prior to Phase II and at least three prior to Phase III. As such, there is no guarantee that any civic space beyond the proffered Town Green and Promenade in Land Bay 7 (Proffer V.A.1.a) and recreational amenities such as community centers/community meeting rooms, recreation centers, etc. (Proffer V.C.) will be provided. While civic open spaces such as plazas are consistent with planned Business policies, the Applicant has requested a rezoning to the PD-TC zoning district to enable the development of a mixed-use pedestrian-oriented project that proposes over 5.3 million square feet of development and should comply with the requirements of that district.

***Staff does not support the proposed modification to reduce the civic uses requirement of the PD-TC zoning district from 10% to 5%. Staff recommends the project fully comply PD-TC district requirements for civic uses. While staff can support the provision of civic open spaces such as plazas, public art, entrance features within the proposed office park, the addition of Zoning Ordinance-defined civic uses such as government offices, public meeting halls, libraries, art galleries or museums, post office, churches, etc., as standalone uses or on the ground floor of a multi-floor office or residential building would be both appropriate and beneficial in the proposed PD-TC district given its distance from existing services. The siting of public facilities near transit stations can also act as a catalyst for attracting private investment.***

***If such a modification is considered, then staff recommends that it be calculated on the gross acreage of the property, or 2.99 acres of civic/public uses, and Proffer V.B be revised to provide specific commitments for the provision of walled public and civic structures. Such uses should be concentrated within the proposed Town Center core where the greatest pedestrian activity is anticipated, but distributed throughout the zoning district. The Landbays Tabulation Chart on Sheet 7 should be revised to indicate***

***in what land bays civic uses will be provided.***

***Staff also notes that Proffer V.A. states that civic use square footage will be in addition to commercial and office square footage, which would potentially increase the overall development in the PD-TC district to 3,109,788 square feet should public and civic structures be provided. This square footage should be accounted for in the Concept Plan and proffer statement.***

Continued discussion is also recommended regarding the appropriateness of locating a public facility within the project. Although incorporating a public facility within the development that is intended to serve other parts of Loudoun County would be difficult due to the site's location, the proposal includes a substantial residential component within an area of the County where such uses are not anticipated. As such, the proposed residences are not counted in County service demand projections and the existing public facilities within Loudoun County that will serve the Dulles World Center project, including schools, libraries, emergency services, recreational facilities, etc., are not proximate to the site. Initial discussions have occurred with Fairfax County during the inter-jurisdictional process to possibly pursue agreements to jointly provide police, fire, rescue and parks and recreational services to the area surrounding the Route 28/CIT metrorail station.

***Staff continues to encourage the Applicant to continue participating in the inter-jurisdictional discussions regarding public facilities.***

#### **4. Parks and Open Space**

The Revised General Plan calls for all Regional Office developments to provide at least 10 percent of their gross land area as parks and open space, or approximately 8.2 acres of the subject property (Revised General Plan, Chapter 6, Regional Office Use Policy 2). Staff notes that the Town Center policies call for a similar parks and open space component (Revised General Plan, Chapter 6, Town Center Policy 4). Although the Landbay Tabulation Chart on Sheet 7 suggests that only 7.77 acres of open space will be provided throughout the 81.68-acre property, Proffer V.A. commits to providing a minimum of 7.2 acres of open space within Land Bay A, 1.0 acre within Land Bays 7 and 9, and an additional 2.0 acres within the required buffers, pockets parks, plazas, and informal gathering areas, for a total of 10.2 acres, consistent with Plan policy.

***Staff recommends that the Landbay Tabulations Chart on Sheet 7 be revised to show that a total of 10.2 acres of open space will be provided, consistent with Proffer V.A.***

Proffer V also commits to providing specific open space, trail, and recreational amenities that will be provided throughout the development which include the following:

- A network of pervious trails, at least one gazebo, and at least three picnic tables with benches within Land Bay A. The use of this open space be limited to only Land Bay A's tenants and employees should it be sold or leased by a government agency and/or



defense contractor subject to security regulations that restrict public access;

- A 40,000 square foot Town Green within The Promenade, which will be owned and maintained by the Dulles World Center Property Owners Association and programmed for passive recreation and community gathering/events;
- At least 17,000 square feet of pocket parks, of which at least two will be activated by plazas and informal gathering areas with picnic tables and benches;
- At least 500 square foot of courtyard space and 1,000 square feet of storage facilities, including bicycle racks, within each residential land bay;
- A minimum 3,500 square feet of swimming pools; and
- At least 500 square feet of interior amenity space (such as a business center, community/entertainment room, yoga/Pilates room, or a fitness center).

Should a private health club or fitness facility with an indoor or outdoor pool be constructed at the Property and the residents are provided with the opportunity to join such a club, the Applicant will not be required to provide the proffered swimming pool(s) or interior amenity spaces (Proffers V.C.2.d and V.C.2.e).

***Staff recommends that stronger commitments be developed to ensure that the proposed on-site recreational amenities will satisfy most of the recreational needs of future residents given distance of the site from existing public recreational facilities (athletic fields, community centers, public parks, etc.). A single swimming pool and only 500 square feet of interior amenity space in addition to The Promenade, Town Green, and courtyards will not satisfy the recreational needs of 1,495 residential households, particularly if the natural open space within Land Bay A is not publicly accessible and a private health club or fitness facility is provided.***

***Staff also recommends that the Applicant commit to providing tot lot(s) or playground(s) within the residential land bays, as previously proffered; remove Proffers V.C.2.d and V.C.2.e to ensure that all residents will have access to minimal recreational amenities within the residential buildings given the potential costs associated with joining a private health club or fitness facility; and revise Proffer V.A.2 be revised to specify the specific land bays where the 17,000 square feet of pocket parks will be provided.***

***If sufficient on-site recreational facilities are not committed to, it may be appropriate for the Applicant to contribute towards further developing existing recreational facilities within the subarea of the project that go beyond the typical capital facilities contribution.***

##### **5. Inter-Jurisdictional Coordination**

Since early 2009, the Loudoun County Board of Supervisors and County staff have been involved in joint inter-jurisdictional planning efforts with Fairfax County and the Town of Herndon for the area in the vicinity of the Route 28/CIT Metro Station, recognizing that a



coordinated development plan for the larger area surrounding the planned Route 28 metrorail station offers the best opportunity to maximize the economic benefits of the station and ensure needed transportation improvements will be provided equitably between all potential development in this area. On March 16, 2010, the Loudoun County Board of Supervisors passed a resolution calling for an inter-jurisdictional agreement between Fairfax County, Loudoun County and the Town of Herndon to plan for future development in the area and that all developments consider and mitigate future transportation demands, among other things. Continued inter-jurisdictional collaboration is also needed to coordinate and prioritize regional transportation improvements, ensure convenient and safe access to the metro station from Loudoun County through Fairfax County as well as Transportation Demand Management (TDM) strategies, and possibly pursue agreements to provide joint police, fire, rescue and parks and recreational services to the area surrounding the Route 28/CIT Metro Station.

In previous referrals, staff requested the Applicant's flexibility regarding needed transportation improvements that could impact their site. The revised application commits to several transportation improvements discussed in the inter-jurisdictional process, including the realignment of Innovation Avenue and a grid network of streets that can continue into Fairfax County, the provision of right-of-way needed to accommodate a one-half section of the bridge connection over the Dulles Toll Road along the property's eastern boundary with the Center for Innovation Technology (CIT), and a Shaw Road connection to realigned Innovation Avenue.

***Community Planning staff appreciates the Applicant's continued participation in the ongoing inter-jurisdictional process and defers to the Office of Transportation Services (OTS) and the Virginia Department of Transportation (VDOT) to review the proposed transportation improvements. Additional recommendations pertaining to the inter-jurisdictional process are provided in the relevant sections of this referral.***

## **6. Phasing and Economic Development**

The Plan calls for mixed-use projects to provide a development phasing plan that will establish a build-out relationship between the residential and non-residential components of the project that is consistent with the County's goals for the project area (*Revised General Plan, Chapter 6, Land Use Pattern and Design Policy 6*). Within planned Business areas, office uses should be the predominant use in terms of percentage of the site occupied in all phases (*Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines*). Since the previous referral, the Applicant has revised the proposed phasing plan to reduce the total number of phases from five to three and to require the arrival of Metrorail service to the Route 28/CIT Metro Station and shuttle bus service to Metro prior to the commencement of Phase II, as summarized in the following table. The proffers provide commitments regarding the minimum amount of office floor area that must be issued zoning permits before additional residential and commercial development can occur. Please note that the percentages provided are based on that use category, i.e., residential, hotel, commercial, and non-residential. Specific transportation improvements and when they are to occur are provided in draft Proffer VII and are not addressed in the proposed phasing plan unless otherwise noted.

Table 3. Proposed Land Use Phasing Plan as Percentage of Total (Proffer III)

Phase	Needed Transportation Improvements	Non-Residential				Residential
		Hotels	Commercial	Office Zoning Permits	Total Non-Residential	
Phase IA	n/A	Up to 350,000 sf (100%)	Up to 106,964 sf (27%)	At least 1,024,436 sf (31%) prior to Phase IB	Up to 1,131,400 sf (28%)	0 du (0%)
Phase IB	n/A	<i>If not already issued</i>	<i>If not already issued</i>	At least 1,408,400 sf (43%) prior to Phase II	<i>Not specified</i>	0 du (0%)
Phase II	Metrorail services to the Route 28/CIT Metro Station and Shuttle Bus Service to Metro (Proffer VII.J)	<i>If not already issued</i>	Up to 237,487 sf (59%)	At least 2,443,000 sf (74%) prior to Phase III	Up to 2,680,487 sf (67%)	Up to 973 du (65%)
Phase III	n/A	<i>If not already issued</i>	Up to 400,000 sf (100%)	Up to 3,279,500 sf (100%)	Up to 4,029,500 sf (100%)	Up to 1,495 du (100%)

In addition to the proposed phasing plan, the revised proffer statement includes commitments that office buildings within Land Bays A, 9, 10, 11, 12, and 13 will be constructed to heights of at least six (6) stories, or 72 feet, whichever is less and that each land bay will contain at least 150,000 square feet of office uses at full build-out (Proffer II.D.1); that at full build-out the tallest residential building will not be constructed to a height greater than the tallest office building on the property (Proffer II.D.2); and that parking structures will not exceed seven stories in height and, if freestanding, will not front on the Dulles Toll Road nor be taller than the office buildings located along the Dulles Toll Road (Proffer II.E). The Landbays Tabulation Chart on Sheet 7 of the Concept Development Plan also provides a minimum and maximum range of commercial uses within certain land bays; however, Note F states that the commercial density listed for each land bay may transfer within the various PD-TC land bays, leaving the effectiveness of the proposed minimum and maximum commitments in question.

***Staff finds that the proposed economic development commitments in combination with the phasing plan provide sufficient assurances that significant non-residential development will be realized on the site prior to the development of residential uses. Staff, however, recommends that Proffer II.D.2 and Proffer II.E be reviewed for clarity to ensure that the Applicant's intent regarding commitments of the heights of office buildings and parking structures is enforceable. For example, the proffers reference office buildings on the property; however, all buildings within Land Bays 9, 10, 11, 12 and 13 are intended to be mixed-use office buildings. Staff also recommends that the***



***Applicant specify how much total non-residential development will be permitted in Phase IB and remove or refine Note F under the Landbays Tabulation Chart on Sheet 7 to provide specific, enforceable commitments regarding minimum and maximum commercial development within individual land bays.***

**7. Residential Buy-out of the Route 28 Tax District**

Property owners within the Route 28 Tax District rezoning commercially or industrially zoned property to residential or institutional uses have on several occasions been allowed to buy-out of the District through a one-time payment that is calculated using a formula agreed upon by Loudoun and Fairfax Counties, the Route 28 District Commission, and the Route 28 Tax District Advisory Board. The payment is representative of the present value of the future special improvements taxes estimated by the County to be lost as a result of the change. The revised proffer statement (Proffer IV.B) includes language regarding the Route 28 Buy-Out Payment, with a specific contribution amount to be determined.

***Staff continues to recommend the Applicant consult with the County's Department of Management & Financial Services to determine an appropriate Route 28 Tax District buy-out payment.***

**8. Existing Conditions/Sustainable Development**

Since the previous submission, the proffer statement has been revised to provide a number of measurable commitments regarding sustainable development practices. In addition, the 50-foot River and Stream Corridor Management Buffer has been depicted on Sheet 4, Existing Conditions plat with a proffered commitment (Proffer IX.E) to preserve and retain this area in its natural state, with the exception of the depicted encroachments, consistent with the River and Stream Corridor policies. Revisions have also been made to proffered language regarding noise mitigation, tree conservation, wetlands trail crossings and mitigation, and permitted uses in floodplain.

***Staff recommends that the proposed 50-foot River and Stream Corridor Management Buffer be depicted on Sheet 5 of the Concept Plan and clearly show where the allowed encroachments will occur. Alternatively, Proffer IX.E could be revised to clarify that the only impacts to the management buffer will be road crossings and pervious surface trails.***

***Staff defers to the Environmental Review Team in the Department of Building and Development to provide a technical review of proposed revisions to the proffer statement and the Sustainable Development Plan with regards to existing conditions and sustainable development.***

**9. Site Design and Layout**

Since the previous submission, the Applicant has significantly revised the proposed site design and layout to include a realigned Innovation Avenue along the property's northern boundary,



three roadway connections into Fairfax County (Innovation Avenue, Road B, and Road A), and a grid street network that divides the property into fourteen land bays. Residential uses are proposed in Land Bays 1, 2, 3, 4 and 5 in the northern portion of the site, while land bays adjacent to Route 28 and the Dulles Toll Road will contain the proposed office uses. Commercial retail and service uses are distributed throughout the office and residential land bays such that the project will comply with the PD-TC district requirements for vertically-integrated buildings. At the center of the development is The Promenade, described in the application materials as a community activity space that will contain passive and active recreational opportunities as well as a town green. Cultural activities, art shows, festivals, farmers markets, restaurants, and retail stores are intended to enliven this space.

The proffer statement and Design Guidelines have been revised to include more substantial and enforceable design-related commitments, as recommended by staff in previous referrals. Specific commitments include the architectural treatment, height and screening of parking structures (Proffer II.D and II.E); that at least sixty percent (60%) of the required parking will be provided as structured parking upon full build-out (Proffer II.G); any block within the PD-TC district longer than 500 linear feet will include a mid-block break, such as a plaza, pocket park, seating area, entrance plaza, internal pedestrian alley, outdoor gathering place, etc. (Proffer II.H.2); the provision of street trees (Proffer II.H.3); the screening of dumpsters, loading docks, and rooftop mechanical equipment (Proffer II.I); limitations on drive-through and freestanding commercial establishments (Proffer II.E); and that one member of the Property Owner Association's Design Review Committee, which will enforce the Dulles World Center Design Guidelines, shall be an appointee of the Dulles District Supervisor (Proffer VI.C). The Applicant has also removed a proposed modification that would have reduced the required percentage of block frontage within the Town Center Core that must be occupied by pedestrian-oriented retail uses on the ground floor.

As noted in previous referrals, the proposed development is not consistent with the Plan's vision for Regional Office developments (see Land Use discussion above) and it may be more appropriate to apply different design standards to the development of this project, for example the Town Center, Urban Center, or Transit Node design guidelines.

***The proposed development does not comply with the Plan's vision for a Regional Office Center. Furthermore, although a PD-TC zoning district is requested, the proposal also does not fully comply with the Plan's vision for a Town Center in that the majority of the proposed Core consists mainly of a civic open space as well as lower-density commercial development and there is no stepping down of densities towards the periphery of the development. Staff notes that design standards for the Route 28 Corridor are being prepared in conjunction with the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001) that should, if adopted, be used to guide the physical development of the Dulles World Center property.***

***Staff recommends the following preliminary site design and layout revisions:***

- **Revise the proffer statement and/or the Dulles World Center Design Guidelines to provide additional guidance that the site will serve as a signature gateway to Loudoun County. Consideration should be given to the use of iconic buildings, structures, and monuments, significant signage, high-quality landscaping, and/or public art/sculptures that are visible from the gateway crossroads of Route 28 and the Dulles Toll Road as well as lower profile parking;**
- **Provide a commitment that no surface parking will front on either the Dulles Toll Road or Route 28 unless heavily landscaped and fully screened from view;**
- **Add section(s) to the Design Guidelines that specifically address the proposed office park adjacent to Route 28 given that it will function as a distinct development within Dulles World Center; the majority of the guidelines appear to promote the mixed-use, pedestrian-oriented environment envisioned within the PD-TC zoning district;**
- **Add information to the Design Guidelines that specifically addresses commercial and retail space within and adjacent to The Promenade. Such establishments should complement and enhance the community activities planned in this area, for example by providing goods and services that serve resident and employees daily needs and create pedestrian movement such as ice cream shops, coffee establishments, restaurants with outdoor seating, etc.; and**
- **Remove Note E on Sheet 7, which would allow residential units within Land Bays 1 – 5 to be transferred between land bays, or provide greater parameters regarding the maximum number of units that can be transferred from one land bay to another. Note E would allow residential to be concentrated in a few land bays rather than distributed throughout the northern portion of the property.**

**Staff also requests information regarding the Applicant's intent regarding the portion of Land Bay 6 that is outside the natural preservation area and adjacent to Roads A and C. No development is proposed in this area per the Landbays Tabulation Chart on Sheet 7, but this area is located at the western end of The Promenade and near the Town Center Core. This portion of the site appears to be leftover space, but may be appropriate for a public/civic use and/or an active recreation area that will complement and anchor the community activities anticipated in The Promenade.**

#### **10. Pedestrian and Bicycle Connections**

The Loudoun County Bicycle and Pedestrian Mobility Master Plan states that the most significant opportunity Loudoun County has to maximize the effectiveness of transit is to ensure high quality bicycle and pedestrian access, and urban design around, the future transit stations that will come with the Dulles Metrorail extension project (*Bike/Ped Plan, Transit and Demand Management Text*, pg. 35 and *Policy 3*, pg. 36). In previous referrals, staff provided a number of recommendations to improve multi-modal connectivity throughout the subject property and to the Route 28/CIT Metro Station, the majority of which have been addressed. In summary, the proposed pedestrian and bicycle network consists of:

- 10-foot wide sidewalks throughout the project on both sides of all streets;



- a 10-foot multi-use trail along the southern edge of Innovation Avenue and Road A;
- pervious trails through Land Bay A (that may be limited to use by only Land Bay A's tenant and employees should a government agency and/or defense contractor subject to security regulations locate there);
- crosswalks at all intersections within the PD-TC Core; and
- an off-site 10-foot wide shared use path connection to the Metro Station.

Proffer VIII provides further commitments regarding specific bicycle and pedestrian amenities that will be included, specifically at least three bus shelters throughout the property; bicycle racks at each of the bus shelters (each accommodating a minimum of five bicycles) and each residential and office buildings (each accommodating a minimum of twenty bicycles); and the incorporation of shower/changing facilities as part of the overall Transportation Demand Management Program. The submitted Design Guidelines provide further details and address sidewalks and pedestrian connections, including crosswalk design, street furniture, pedestrian-scale lighting, etc. Issues regarding the width of sidewalks within the proposed office park, the provision of crosswalks throughout the entire development, shared use paths versus bike lanes, and a regional trail within Land Bay A remain outstanding.

***No commitments have been made regarding the width of sidewalks within the proposed PD-OP zoning district. Staff recommends that Proffer VIII.A be revised as follows: "Sidewalks and pedestrian pathways shall be constructed to a minimum width of ten (10) feet in the PD-OP zoning district and Town Center Core and Town Center Fringe of the PD-TC district with an unobstructed pathway of at least five (5) feet" (staff suggested language underlined).***

***Staff further recommends that Proffer VIII.3 include commitments for the provision of crosswalks at all intersections throughout the entire development, not just the PD-TC Core, to ensure that employees and residents in the Fringe will have safe access to the Promenade and civic uses central to the development. Consideration should be given to raised median refuges, curb extensions, overhead lighting, and pedestrian-activated signals or warning lights at intersections.***

***Staff also recommends that Proffer VII.D be revised to commit to the provision of a shared use path along Shaw Road in conjunction with its construction.***

***Further discussions with adjacent jurisdictions and the Center for Innovation Technology (CIT) are recommended in order to provide coordinated and consistent multi-modal connections to the Route 28/CIT Metro Station from all developments in this area. Staff notes that the adopted text for the Route 28/CIT Transit Station Area calls for the provision of bike lanes within Fairfax County whereas the Applicant is proposing shared use paths on Innovation Avenue and Road A. In general, the combination of on-street bike lanes and pedestrian-only sidewalks offer the best opportunity to maximize multi-modal transportation options throughout the***



**development, critical given its proximity to the Route 28/CIT Metro Station and Transportation Demand Management (TDM) commitments. If bike lanes are not provided along every street, bicycle travel would likely be impaired within the development and safety issues may arise. The Pedestrian Circulation Plan on Sheet 6 and Proffer VIII.B.2 also need to be reviewed for consistency. For example, Sheet 6 indicates that only sidewalks will connect the bus shelters that will be equipped with bicycle racks. However, Proffer VIII.B.2 commits to a network of bicycle/multi-use trails that will be provided to off-site bicycle/multi-use trail on adjacent properties and the perimeter streets of the property (i.e., realigned Innovation Avenue and Road H) as well as at least two of three planned bus shelters/stops within the property and the Route 28/CIT Metro Station.**

**Additional inter-jurisdictional coordination is also needed regarding the potential trail alignment in Land Bay A (location, materials, etc.) should this be a publicly accessible trail. The inter-jurisdictional committee has discussed the potential of a regional trail network that would run through Loudoun County's stream corridor and connect to the Resource Protection Areas (RPAs) within Fairfax County. Language should be added to the draft proffer statement stating that if this trail is publicly accessible, then it will connect to the property's northern boundary, that crosswalks will be provided wherever it crosses a roadway, and that the Applicant will coordinate with the Department of Parks, Recreation and Community Services (PRCS) regarding the location and design of the trail. If a regional trail is achieved, it may also be appropriate to commit to providing a certain number of dedicated parking spaces, wayfinding signage, etc.**

**Staff defers to the Office of Transportation Services (OTS) to provide specific comments regarding Transportation Demand Management (TDM) and the adequate provision of shuttle service to the nearest Metrorail station.**

#### **11. Unmet Housing Needs**

The housing policies recognize that unmet housing needs occur across a broad segment of the County's income spectrum and the County seeks to promote housing options for all people who live and/or work in Loudoun County. Unmet housing needs are defined as the lack of housing options for households earning up to 100% of the Washington Metropolitan Area Median Income (AMI, \$102,700 effective March 19, 2009) (*Revised General Plan, Glossary*). Developers of residential and mixed-use projects are encouraged to include funding commitments and proffers to fulfill unmet housing needs in their development proposals (*Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Funding Policy 1*). Locating affordable housing near transit corridors is especially critical to providing affordable lifestyles for low and moderate-income families who may be particularly transit-dependent.

With the most recent submission the Applicant has committed to providing Affordable Dwelling Units (ADUs) as required by the Zoning Ordinance. In the event that any residential building is

except from the ADU requirements, then the Applicant shall provide 6.25% of the total for-sale and/or rental residential units constructed in the building as Workforce Housing that will be affordable to residents with a median household income of up to 100% of the Washington DC metropolitan statistical area median income (AMI) (Proffer II.A.2). If the project's total residential component builds out, this commitment would result in approximately 94 of the total 1,495 dwelling units being either Affordable or Workforce Dwelling Units (WDUs). Staff notes that the recently approved Kincora Village Center (ZMAP 2008-0021), also in the Route 28 corridor, committed to a more substantial unmet housing needs component by providing 6.25% of their total residential dwelling units as "ADU-Equivalent Units" and 10% as "Unmet Housing Needs Units".

As the County does not define workforce housing, staff recommends that Proffer II.A.2 be revised to reference Unmet Housing Needs instead. Additional discussion is also needed regarding the income levels the project's proposed Unmet Housing Needs Units will serve. A rental unit up to 100% of the Washington Metropolitan AMI is comparable to a market rate rental unit (approximately \$2500 per month) and would not address the County's unmet housing needs. As up to 60% of the Washington Metropolitan AMI is used by state financing agencies and the County's own housing fund process for rental units, staff recommends the Applicant commit to similar requirements for any rental Unmet Housing Need Units. According to the AECOM Study prepared for the Housing Advisory Board, in 2005 the County had a surplus of rental units for incomes 70% of the AMI and greater (*Basic Housing and Employment Data and Projects, AECOM Study, August 1, 2006, Table 3.6: Comparison of Housing Unit Supply and Demand*).

To ensure that not all of the proffered Unmet Housing Needs Units will be provided at the upper range of the permitted income levels, staff recommends that the proffers be revised to specify a specific percentage of unmet housing needs units that will be provided at different income tiers (for example, 0 to 30%, 30% to 50%, 50% to 70%, 70% to 85%, and 85% to 100% of AMI). The income tiers should recognize that the largest segment of unmet housing needs is housing for incomes below 30% of the AMI and that the maximum household income for all rental Unmet Housing Need Units should be less than 60% of the Washington Metropolitan AMI.

Additional discussion is also requested regarding how these unmet housing needs units will be administered. Proffer II.A.2 states that the Workforce Dwelling Units (WDUs) will be administered at the Applicant's sole discretion either (a) consistent the ADU provisions of Article 7 of the Zoning Ordinance and Chapter 1450 of the Loudoun County Codified Ordinance with the exception that the income limit shall be 100% of the Washington Metropolitan AMI and that all or any portion of the units may be located in a single building or (b) subject to a federal or state affordable housing program. Staff is unsure why the Applicant has proffered to possibly administer the WDUs subject to a federal and state affordable housing program and requests more information. Furthermore, Article 7 of the Zoning Ordinance calls for ADUs to be comparable to and interspersed with market rate units in the



development, consistent with Plan policies calling for the interspersions of affordable housing; providing all the units within a single building would be inconsistent with the Plan's intent (*Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Legislation Policy 3*). Staff notes that the Affordable Dwelling Unit Advisory Board (ADUAB) is currently working on design guidelines that would help clarify and set parameters for the interspersions and compatibility requirements of Article 7. Lastly, as the Workforce Dwelling Units (WDUs) would not be fully consistent with Article 7 and Chapter 1450 of the Codified Ordinance, there will be additional administrative costs associated with administering the units as defined in the proffers. It may be appropriate for the Applicant to provide a monetary contribution to be used by the County to administer these units.

Lastly, Plan policies also encourage the development of housing for special needs populations (low income residents, elderly residents requiring congregate care, disabled residents and the homeless) as well as the application of universal design principles<sup>4</sup> (*Revised General Plan, CPAM 2007-0001, Countywide Housing Policies, Guiding Principle Policy 8 and 11*). No commitment addressing the above policy has been provided.

**Staff recommends that Proffer II.A.2 be revised as follows to ensure that all residential units provided to meet the County's unmet housing needs will be consistent with Plan policies:**

- **Reference Unmet Housing Needs Units rather than Workforce Dwelling Units (WDUs);**
- **Commit to the percentage of Unmet Housing Needs Units that will be provided at specific income tiers, recognizing that the largest segment of unmet housing needs is for incomes below 30% of the AMI and that the maximum household income for all rental Unmet Housing Need Units should be less than 60% of the Washington Metropolitan AMI;**
- **Remove the provision that would allow all Unmet Housing Needs Units to be placed within a single building; and**
- **Provide a monetary contribution to help off-set the additional costs that will be incurred by the County to administer these units.**

**Staff also requests information regarding the administration of WDUs subject to a federal and state affordable housing program.**

**Lastly, staff also requests a commitment that a variety of multi-family residential unit types, including sizes and number of bedrooms, will be provided throughout the project to accommodate various needs within the County and that a certain percentage will incorporate housing for special needs populations as well as universal design principles.**

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<sup>4</sup> The *Revised General Plan* defines universal design as "the simple design of both products and the built environment to be usable by people of all ages and abilities, and which promotes the ability for people to age in place" (*Revised General Plan, Glossary*).



## **12. Capital Facilities**

The total capital facility impact of the proposed 1,495 multi-family residential units is \$35,518,210 (Attachment 1). Proffer IV states that the Applicant shall make a one-time, capital facilities contribution to Loudoun County in the amount of \$23,758 for each market-rate multi-family dwelling unit, or \$33,284,958, which shall exclude ADUs or Workforce Dwelling Units (WDUs). As there are no commitments to Affordable Dwelling Units (ADUs) per Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinance, and the proffered commitments would allow rental Unmet Housing Needs Units up to 100% AMI that are comparable to market rate units, all proposed residential units should be assessed a capital facilities contribution (see Unmet Housing discussion above). Furthermore, as this is an area of the County where residential uses are not anticipated, the lack of services and facilities in the immediate area will make access to services more difficult for residents and the capital facility impacts may be higher than what has been calculated. The proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc.

***Staff recommends that the impacts of the proposed development be fully mitigated. At a minimum, Proffer IV should be revised to state that each multi-family unit will provide a one-time capital facilities contribution of \$23,758 unless the project is revised to meet the Unmet Housing comments above.***

## **13. Open Space Preservation Program**

In the Revised General Plan, sufficient open space is recognized as a key component to all developments. The County's program for obtaining open space comprises a "toolbox" approach with a number of mechanisms to ensure the adequate provision of active, passive, and natural open space in the County (Revised General Plan, Chapter 11, Open Space text). The Open Space Preservation Program is one of these tools for projects proposing the highest suburban density levels. To achieve these higher densities, the Board of Supervisors anticipates evidence of participation in the program through either dedication of land on an acre-by-acre basis or cash in lieu of the land for the purchase of open space. The County anticipates that cash donations for open space will be spent in the Suburban Community in which the increased density is granted. Contributions should be provided to enable the County to purchase Suburban Policy Area open space to offset the density proposed by the development. In the past, the Board has historically accepted \$3,800 - \$5,000 per easement. This amount does not seem reasonable given current market values and with the goal of purchasing open space in the Sterling Community.

In previous referrals, staff recommended that the Applicant provide a substantial open space preservation contribution in conformance with these guidelines. For high-density residential projects, the Plan would typically anticipate a contribution of between \$272,916 and \$359,100 (based on 71.82 easements at \$3,800 to \$5,000 per easement) (Attachment 2). However, because the Plan does not anticipate the development of high-density residential uses on the

subject site, it does not seem appropriate to calculate the number of anticipated open space easements using that methodology. The open space calculations for residential projects may be more appropriate in this case, which call for a contribution of between \$5.5 and \$7.2 million (based on 1,443 easements at \$3,800 to \$5,000 per easement) (Attachment 3). No contribution to the Open Space Preservation Program is currently proposed. The Applicant's response indicates that the Applicant will meet the open space needs of the Dulles World Center residents without burdening additional open space needs in the Sterling Community. As such, the Applicant does not believe it is necessary or appropriate to contribute additionally for the County to acquire open space easements for the Dulles World Center residents. The County anticipates that contributions to the Open Space Preservation Program will be in addition to the recommended public parks and open space component of the applicable land use mix. Staff acknowledges that the project appears to provide approximately two acres of open space in excess of Plan policies; the portion that goes over and beyond the land use mix may be counted towards meeting the Open Space Preservation Program contribution.

***Staff recommends that the Applicant provide a substantial open space preservation contribution recognizing that the current market values to purchase open space within the Dulles Community may exceed the contribution range.***

#### **14. Zoning Ordinance Modifications**

The Applicant has reduced the number of Zoning Ordinance Modifications ('ZMODs') since the previous submission to a total of ten (10) in order to:

- increase building heights within the PD-OP and PD-TC zoning districts to 200 feet without additional setbacks;
- reduce building setbacks or front yards adjacent to Route 28 and Innovation Avenue (a major collector) to 75 and 35 feet, respectively;
- reduce the requirement that no building or parking shall be permitted closer than 35 and 25 feet, respectively, to the right-of-way of any road;
- eliminate the 0.70 lot coverage requirements in the Town Center Fringe;
- increase the maximum perimeter distance of a full block from 1,600 to 2,150 feet in Land Bays 7 and 13 and allow each block to not include an alley; and
- reduce the percentage of civic uses required in the PD-TC district from 10 to 5 percent.

Article 6 of the Revised 1993 Loudoun County Zoning Ordinance states that "no modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation". According to the Applicant's Statement of Justification, the proposed ZMODs are integral to the Applicant's vision of creating a dynamic mixed-use business community with a seamless variety of uses.

Staff is unsure how several of the proposed modifications achieve an innovative design, improve upon existing regulations, or otherwise exceed the public purpose of the existing regulations. Many of the proposed modifications would result in further deviations from the

Plan's current land use vision for the Dulles World Center property by allowing a more intense development with fewer public and civic uses (see Land Use Discussion above).

***Until the significant, overarching land use issues are resolved, staff cannot support the proposed Zoning Ordinance Modifications (ZMODs) as they would allow the project to develop at greater intensities than planned Business Communities and fewer public/civic uses than within planned Town Centers.***

## **RECOMMENDATION**

Concentrating densities around transit nodes in the Suburban Policy Area is consistent with the Smart Growth principles contained in the Revised General Plan. Although the planned Route 28 metro station is located near the Loudoun County boundary, current Plan policies do not envision the development of a residential mixed-use development in this area of the County. Rather, the Plan calls for the property to develop as a Business Community with a maximum FAR of 1.0 and no residential uses due to its location within the Route 28 Tax District. The site's location proximate to the planned Route 28 metro station in Fairfax County may warrant a different, more intense development pattern than currently envisioned by the Plan. Although higher intensity, mixed-use developments are being discussed in the southern part of the Route 28 Corridor as part of the Route 28 Keynote Employment Policies Comprehensive Plan Amendment (CPAM 2009-0001), formal review of the Planning Commission and the Board of Supervisors has not yet occurred and it is not appropriate to review the proposed application under evolving policies. Staff encourages the Applicant to continue participating in the plan amendment and, once adopted, to provide a development proposal that is fully in conformance with these this new vision.

Community Planning staff cannot recommend approval of the Dulles World Center proposal at this time. Should this application continue forward, staff has provided a number of recommendations regarding public and civic spaces, environmental resources, site design and layout, bicycle and pedestrian circulation, unmet housing needs, and open space contributions, as detailed in this referral.

As always, staff is available to meet with the Applicant to discuss this referral.

## **ATTACHMENTS**

Attachment 1: Capital Facilities Impact Analysis

Attachment 2: Open Space Preservation Program Analysis – Residential

Attachment 3: Open Space Preservation Program Analysis – High-Density Residential

cc: Julie Pastor, AICP, Planning Director  
John Merrithew, AICP, Assistant Director



**Attachment 1 - Capital Facilities Impact Analysis**  
**ZMAP 2008-0018, Dulles World Center**

**TOTAL PROJECTED CAPITAL FACILITIES IMPACT**

The total capital facilities impact of the proposed development is calculated using the approved capital intensity factors for the proposed unit mix, as follows:

<i>Housing Type</i>	<i>Total Number of Units</i>	<i>Capital Intensity Factors</i>	<i>Projected Capital Facilities Impact</i>
Multi-Family (MF)	1495	\$23,758	\$35,518,210
<b>TOTAL</b>	<b>1495</b>		<b>\$35,518,210</b>

**1495    Total Units       \$35,518,210    Total Projected Capital Facilities Impact**

**ANTICIPATED CAPITAL FACILITIES CONTRIBUTION**

The anticipated capital facilities contribution of the proposed development takes into account affordable dwelling units (ADUs) and the number of units permitted by the base density. According to a resolution passed by the Board of Supervisors on February 15, 2005, the base density and base unit type of a type of property should be calculated using the current zoning of the property. Revised Capital Intensity Factors (CIFs) were adopted by the Board of Supervisors on July 25, 2006.

**1. Number of Market Rate Units Subject to Capital Facilities Proffer Guidelines**

<i>Housing Type</i>	<i>Total Number of Units</i>	<i>Number of Proposed ADUs</i>	<i>Number of Market Rate Units</i>
Multi-Family (MF)	1495	0	1495
<b>TOTAL</b>	<b>1495</b>	<b>0</b>	<b>1495</b>

**2. Capital Facilities Calculations for Market Rate Units**

<i>Housing Type</i>	<i>Total Number of Market Rate Units</i>	<i>Capital Intensity Factors</i>	<i>Capital Facilities Calculations for Market Rate Units</i>
Multi-Family (MF)	1495	\$23,758	\$35,518,210
<b>TOTAL</b>	<b>1495</b>		<b>\$35,518,210</b>

**3. Capital Facility Credit for Base Density Units assuming Single Family Detached Dwellings**

<i>Zoning District</i>	<i>Acres</i>	<i>Density Permitted By-right (du/acre)</i>	<i>Base Density Units</i>	<i>Capital Intensity Factor</i>	<i>Capital Facility Credit for Base Density Units</i>
PD-RDP	81.68	0	0	\$59,470	\$0
<b>TOTAL</b>			<b>0</b>		<b>\$0</b>

**4. Anticipated Capital Facilities Contribution**

\$35,518,210 -       \$0       =    \$35,518,210

**\$35,518,210 Anticipated Capital Facilities Contribution**

*Dated August 31, 2010*

COUNTY OF LOUDOUN  
MEMORANDUM  
DEPARTMENT OF BUILDING AND DEVELOPMENT

**DATE:** August 18, 2010

**TO:** Stephen Gardner, Project Manager, Department of Planning

**FROM:** Theresa M. Stein, Planner, Zoning Administration *TMS*

**THROUGH:** Mark Stultz, Deputy Zoning Administrator *MS*

**CASE NUMBER/NAME:** ZMAP 2008-0018/SPEX 2010-0008, Dulles World Center  
(3<sup>rd</sup> submission)

**TAX/MAP PARCEL NUMBER:** /94//14///A2B/, /94//14///A2C/, /94//14///A2D/, /94//14///A2E,  
/94//14///B/, /94//14///C/ (portion Innovation Ave)

**MCPI:** 035-26-2113, 035-25-7745, 035-26-4587, 035-25-8897,  
035-17-3774, 035-26-7139 (portion Innovation Ave) (collectively,  
the "Property")

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The applicant has reverted to their original proposal, specifically, the realignment of Innovation Avenue to the north of the Property boundary. The owners of Innovation Avenue have signed the rezoning application. The proposal continues to include two zoning districts, approximately 22 acres of PD-OP and 60 acres of PD-TC and the landbays generally remain the same. Many modifications have been eliminated and the applicant has acknowledged that they may need to seek additional applications or amendments as more specific information becomes known about the project and the tenants therein. Notable changes: The applicant has added the ability to locate a maximum of 50,000 square feet of commercial development within the PD-OP portion of the property; the square footage of office has increased 214,000 square feet in the PD-OP portion of the proposed development; the density has increased from 1.25 to 1.45 in the PD-OP portion; and only one, full-service hotel is proposed.

The applicant responded to staff comments that were generated from the first review of ZMAP 2010-0003, dated June 17, 2010. The comments below were reviewed under the current plan.

**CRITICAL ISSUES:**

1. *Original comment: The proposal includes multi-family residential dwelling units and a 1.0 FAR over the site. The Comprehensive Plan (the "Plan") calls for business uses with no residential in this area, and a FAR below what is proposed; therefore, the proposal is inconsistent with the Plan. No Comprehensive Plan Amendment has been included with this application. The first item the Planning Commission is to give "reasonable consideration", per Section 6-1211(E) of the Ordinance, is the proposed zoning district consistent with the Plan. The proposed zoning district allows for a mix of uses, including residential however, the inclusion of residential is not consistent with the Plan. Comment remains outstanding. As of this date, the Property is not within the area being considered under*



CPAM 2009-0001. Furthermore, the CPAM is not approved and the final result is unknown, therefore, since the CPAM is evolving, it is more appropriate to measure the proposal against what is presently approved and in effect.

#### **CONFORMANCE WITH THE PD-OP DISTRICT REGULATIONS (§4-300):**

2. Original comment: *Section 4-306(B) limits the OP building height to 45' provided that a building may go to 100' if additional set back is provided. The applicant seeks to modify this section to allow for a maximum building height of 200' with no additional setback. Again, the modification justification does not specifically address the OP portion of the property. The applicant disregards the purpose of the Office Park district which states that the buildings will be of moderate height. The OP zoning district was not conceived to be an urban setting, as proposed, but to be a park-like setting with supporting accessory uses and facilities. The comment remains outstanding. The office park setting envisioned by the PD-OP zoning district was not meant to reflect an intense urban design with proposed building heights exceeding any existing or proposed in Loudoun County.*
3. Input the special exception application number (SPEX 2010-0008) throughout the CDP, Proffer Statement, Statement of Justification, and other documents.
4. On the SPEX plat: (1) Remove Note 8 as it is not relevant to the special exception request; (2) since the SPEX is to increase the FAR, provide building envelopes and provide the maximum height of proposed buildings to demonstrate the intensity of development; (3) an emergency access is proposed along Innovation Avenue – elements of the emergency access should be contained in the conditions or on the SPEX plat; and (4) state the purpose of the SPEX plat.
5. Revise paragraph IV.B. of the Statement of Justification as the applicant states that up to 350,000 square feet of retail uses are being proposed. This amount does not include the addition of 50,000 square feet in the PD-OP portion of the property. Further, the applicant has refrained from using the term “retail” in the CDP and proffers, replacing it with “commercial”, which should be reflected in the SOJ as well.

#### **CONFORMANCE WITH THE PD-TC DISTRICT REGULATIONS (§4-800):**

6. Original comment: *The purpose of the PD-TC (“TC”) zoning district is to have a “compatible mixture of commercial, cultural, institutional, governmental, and residential uses...in areas consistent with the Comprehensive Plan serving as focal points for substantial residential areas” (emphasis added). In addition, the objective of the district is to include civic buildings that act as a landmark and activity center for community identity. The proposal does not include cultural, institutional, or governmental uses but largely office and retail uses with a comparatively small amount of residential uses. As stated with the previous application, the site could be better served with the selection of a different zoning district that maintains consistency with the Plan, however, as the applicant acknowledges, no other zoning district affords a FAR above 1.0. The amount of civic space is proposed to be reduced, with no qualification as to the type of civic uses that will be provided. Further, County services, which would represent institutional and governmental uses, are not interested in the site due to its isolated location and limited access. Residential areas are not called for along the Route 28 corridor pursuant to the Plan. The proposal does not meet the purpose and objective of the TC district and such zoning district was selected merely to increase density. (§4-801(E)).* Comment outstanding as the proposal is inconsistent with the current Comprehensive Plan. See comment above about pending CPAM.
7. Original comment: *A “Town Center Core” is defined in the Ordinance as being the geographic center of the Town Center district where pedestrian oriented business and activities are encouraged. Town Center Fringe is defined as the area surrounding the core where pedestrian oriented businesses and activities are balanced with residential and other, more auto-oriented, uses. The Town Center Core is not centralized in the proposal and extends to the eastern-most*

boundary of the subject area, which is not in keeping with the definition of being central to the development. As currently configured, residential units are proposed within the Core when the Ordinance calls for residential uses to balance other uses in the Fringe (§4-802(A)&(B)). The applicant has made adjustments in the Core so that it is more central to the development; however, elements of Core design are outstanding. The Landbay Tabulation on sheet 7 shows that residential units will be in Landbays 1 through 5, but Keyed Notation E states that units may be transferred between landbays. Staff does not support the ability to transfer the bulk of the residential units to a single or few landbays. The Core is meant to have more intense office and commercial uses, with the balance of residential units in the Fringe. Note E would allow residential to be concentrated in a few landbays, with no commitment that residential will be distributed throughout the Fringe landbays. Revise the Tabulation to provide a minimum number or range of residential units in Landbays 1 through 5. Residential may be within the Core, but the majority should be focused in the Fringe, therefore, add a note that the majority of residential units will be in the Fringe. Specify a number or ratio of residential units that will be in the Core and Fringe. It is noted that very little land area of Landbays 1-5 are located in the Core. Based on the current configuration, there is approximately 7,200 to 15,600 square feet of those landbays within the Core, and the commercial and office uses should be evenly distributed throughout and focused within the Core. Therefore, also provide minimum square footages of commercial square footage that will be within Landbays 1 through 5.

8. Original comment: *The TC district permits in the Core and Fringe "dwellings above first floor of permitted commercial uses". The proposal includes 1,495 "multi-family" units. Provide clarification on whether the residential will be dwellings above first floor commercial or stand-alone multi-family units. Multi-family units are proposed on this site. Provide some details or definition in the Proffer Statement or on the CDP that outlines the characteristics of the multi-family to demonstrate compliance with the Ordinance definition. Multi-family units must have individual dwelling units above each unit.*
9. Original comment: *Section 4-805(F)(1) requires a 35' building setback from any road and a 25' parking setback adjacent to any road right-of-way. The applicant seeks to modify these requirements to a 10' building and parking setback. It is unclear from the proposal where this modification will apply, and seems to be a general request without specific information as to whether it is actually needed. Because private streets have no right-of-way, and the proposal requests all private streets, there is no 25' parking yard requirement in the PD-TC portion of the development, so the modification is unnecessary for parking. The modification is only necessary to reduce the 35' building yard. The proposed 25' reduction may have negative impacts along the front of a building as there may not be sufficient area for patios and on-street seating areas that are the hallmark of a town center. In addition, the heading in the Lot & Building Requirement tabulation on sheet 5 needs to be corrected to remove the reference to arterial and major collect roads for this section. The 25' building and 35' parking setback applies to any and all road right-of-ways, and does not separate arterial and major collector roads. The Modification Justification states that multiple PD-TC developments within Loudoun County have demonstrated that residential and non-residential uses can "exist in harmony side-by-side in mixed-use environments with reduced setbacks. Staff notes that only 3 PD-TC developments have been approved to date, and only one is under construction. None of the 3 approved developments modified the building yard adjacent to any road to the extent proposed by the applicant. Therefore, it is not accurate to state that such reduced yards have proven to be harmonious. Staff continues to have concerns regarding such a large reduction in the building and yard setback from roads that will be moving considerable traffic.*
10. Original comment: *The Fringe area has a maximum lot coverage of 70%, which results in at least 30% of a lot being un-occupied by buildings. The applicant seeks to eliminate entirely the requirement in the Fringe area justifying such elimination by stating that it complements the yard reduction and allows the full utilization of each landbay to create a consistent, pedestrian friendly streetscape. The applicant also states that the elimination of lot coverage allows for open space along the stream valley and allows for a public plaza. Justifying the elimination of one zoning requirement by stating that it allows the applicant to meet another requirement diminishes the value of the Ordinance. Further, the*



public plaza area is shown to be the minimum requirement therefore, the loss of lot coverage is not a gain to the plaza. It is uncertain that this modification is needed, given the lack of detail of how landbays will be divided into lots. A lot coverage maximum does not impact traditional design, but allow for breaks between lots so that buildings don't abut one another and create a cavern effect. Lot coverage of a 70% maximum is unlikely to have a significant impact on the proposed 3+ million square feet of office uses. Section 6-1504 specifically states that modifications shall not be permitted which increases density. Maximization of the bulk of a building on a lot inevitably results in greater density (§4-806(A)). Comment remains outstanding. Staff maintains that the total elimination of maximum lot coverage, in concert with the requested reduction in yards and setbacks, requested increase in height, and permitted unlimited FAR maximum, provides for intense development which may impact health, safety and welfare, and serves to increase density.

11. **Original comment:** *The applicant seeks to increase the building height in the TC district to 200' with no additional setback, which results in an increase of 140' in the Core and an increase of 160' in the Fringe area. The applicant needs to modify the request: there is no additional height allowed for general buildings regardless of the provision of additional setback. The height to 100' is allowed for "towers and/or steeples of civic buildings." Therefore, an office building, for example, is not afforded additional height if it meets the setback requirements. This only applies to civic building towers and/or steeples where adjacent properties have similar height requirements. The applicant justifies the increase by stating that the development must offer high-visibility in order to attract high quality office tenants, and that this modification encourages innovative design for the buildings because the development is adjacent to non-residential and governmental uses. It has not been demonstrated how these building will be innovative, and height alone does not create an innovative building as seen along the Dulles Greenway. The increased height is meant to attract high-end users, which enriches the developer and not necessarily the County, nor does it further the County's objectives. No buildings in Loudoun County reach the height proposed. The 397 acre Kincora Village Center, located along Rt 7 and Rt 28 (proposed to be rezoned to PD-MUB), requested a height increase of 85' and specified the locations where such buildings could be constructed. The maximum height in that development is 160-feet. If the height is meant to create visibility from the Dulles Toll Road, then only the buildings adjacent to the Toll Road need the increased height, and therefore, the modification can be limited in scope and location. The prior approved rezoning proposed building heights of 100' in order to attract high-end uses, however, the additional height did not result in attracting users to the site. In the TC district, the Core is permitted greater height, with the Fringe having a lower height, centralizing the height of buildings and making the Core the center of the development. The proposal allows extremely tall buildings to be in any location, focusing attention elsewhere than to the center. Finally, the applicant states that there will be no substantial impact on residential communities because the proposal is adjacent to non-residential and government uses. Indeed there is little residential to impact because the property is adjacent to a quarry and airport, which calls into question the appropriateness of residential in this area (§4-806(B)). Staff maintains that the height, increased to such a degree, is not adequately justified and is more for the benefit of the applicant.*
12. **Original comment:** *A TC is required to have 25-50% of the total land area devoted to residential land use. The purpose is provide a balance of residential and business/commercial uses so that residents can work, shop and recreate in the same area without the need for automobiles. Again, the proposed development runs afoul of the Plan because the area is not planned for residential. (§4-808(F)). The comment remains outstanding as the current Comprehensive Plan does not support residential in this area. Absent the Comprehensive Plan, demonstrate or otherwise provide assurances that a minimum of 25% of the total land area within the district, and no more than 50%, will be residential uses pursuant to the Ordinance requirement.*
13. **Original comment:** *A minimum of 10% (or approximately 5.5 acres) of the land within Town Center is required to be devoted to civic uses that generate pedestrian activity and act as a visual focal point, such as meeting halls, museums, churches, etc. The applicant seeks to modify this requirement to 5% or half of the requirement. The applicant also asks in the modification that the civic uses be measured by a combination of building square footage and land area, however, in the justification section, it states that they propose to measure the civic uses on a square footage basis rather than a land area – it is unclear what is meant. Civic uses, defined as government offices, public meeting halls, libraries, art galleries, churches, and the like can only be measured on a square footage basis. There is no reason or requirement to dedicate an entire structure or lot to civic uses, as the modification implies is required, but the applicant has done just that by programming all civic space in one landbay. The applicant justifies the reduction by stating that the incorporation of civic uses into the buildings will allow for the provision of additional open space. The provision of*

open space and civic uses address separate needs, and therefore, open space (generally) does not count toward civic uses. The extreme reduction in the percentage of civic uses is not equally offset by open space, which in this proposal is found within the floodplain or out parcels...parcels that cannot sustain valuable commercial or office space. The applicant states that the majority of the Core will serve the same purpose of generating pedestrian activity, thus the dedication of separate civic uses is unnecessary. All the civic square footage is proposed in Landbay G, which is also programmed for commercial/retail square footage, as well as the minimum 40,000 town green. Retail or shopping areas are not the same as civic uses and do not serve the same purposes. The applicant contends that the property "will be full of pedestrian activity with visual focal points throughout" however, pedestrian activity and focal points are not the sole components of civic space, the definition is clear that civic spaces must include structures. Increase the percentage of civic uses and provide clarification on the civic uses that may be within the development. (§4-808(H)). Staff does not support the reduction in required civic uses. Approximately 119,350 sf of civic uses, as estimated by the applicant, for over 4 million square feet of development is insufficient, especially when attempting to create a development that is pedestrian oriented, where people live, work, and recreate. The Landbay Tabulation on sheet 7 shows that 2.74 acres of civic uses will be in the development, but does not indicate where such uses will be focused. Based upon the definition of "civic use", those facilities qualifying as civic uses should be concentrated in the Core. Revise the Tabulation to distribute civic uses among the landbays, and in particular, the Core. In addition, Keyed Notation B in the Landbay Tabulation states, if the modification is approved, that the 5% will be based upon the area of development minus the floodplain and Innovation Avenue. Section 4-808(H) states that civic use is calculated on "all land within the Town Center". Revise the calculation accordingly – do not subtract Innovation or floodplain and provide the amount required, if the modification is approved, in terms of square footage. Based upon the proposal to remap 59.82 acres to PD-TC, 2.99 acres of civic uses should be provided or 130,228 square feet. Finally, sheet 6 demonstrates that civic uses and the town green will only be located in Landbay 7, through the use of a blue, hatched area, but The Landbay Tabulation on sheet 7 does not provide the location of the civic uses. Show the location of civic uses on sheet 6 to be distributed throughout the PD-TC district, but concentrated in the Core and reflect the location of civic uses in the Landbay Tabulation on sheet 7.

#### **CONFORMANCE WITH ZONING AMENDMENT REGULATIONS (§6-1200):**

14. **Original comment:** *Substantial Conformance is defined as leaving "reasonable margin for adjustment due to final design or engineering data but conforms with the general nature of the development, the specific uses, and the general layout depicted by the plans...and other demonstrative materials proffered by the applicant."... The definition of substantial conformance does not allow "minor modifications," but such language is found in Section 6-1316 regarding changes to approved SPEX. Minor changes may be approved by the Zoning Administrator per 6-1511(A) if they meet the criteria established therein. Revise the notes to read "The building footprints shown are conceptual in nature. A reasonable margin of adjustment to improvements shown on the concept plan may be permitted as a result of final architectural design and engineering per Section 6-1209(F) of the Zoning Ordinance." The applicant has revised the note(s); however, the term "shall" is used, and provisions are included that are not contained in the Ordinance. Revise Note 1 on Sheet 5 and 8 to read "Adjustments to the location of the proposed uses, facilities, and improvements shown on the concept plan ~~shall~~ may be permitted as a result of final ~~architectural design and engineering, and/or land planning~~ per in accordance with Section 6-1209(F) of the Zoning Ordinance." Revise Note 7 on sheet 6 to read "Adjustments may be permitted if found to be in substantial conformance with the proffers and CDP pursuant to Section 6-1209(F) of the Zoning Ordinance." The reference to "pedestrian plan" in the note is redundant given that the note is on the "Pedestrian Circulation Plan" and the proffers have specific provisions regarding trails and sidewalks. Revise District Density Note 2 on sheet 7 to read "Minor*



adjustments to the locations of the proposed uses, facilities, and improvements shown on the concept plan may be permitted as a result of final design and engineering if found to be in substantial conformance pursuant to Section 6-1209(F) of the Zoning Ordinance.”

15. Original comment: *Per Section 6-1211(E)(3), the range of uses in the proposed zoning district must be compatible with the uses in the immediate vicinity. The area is comprised mainly of a quarry and office/warehouse uses. The proposed district allows for residential and other retail-oriented uses which are not consistent with the Plan or compatible with the existing or permitted uses of the surrounding properties. While the proposal includes a significant amount of office space, the proposed zoning district and proposed uses are not appropriate in this location. The comment remains outstanding as the current Comprehensive Plan does not support residential, and the pending CPAM is still in the review process.*
16. Original comment: *A rezoning application must address the provision of moderate housing by enhancing opportunities for Loudoun residents. The applicant proposes to provide 1,495 multi-family (MF) units, and the Proffer Statement and Matters for Consideration in the SOJ include verbiage regarding the provision of ADU's as required by the Ordinance. However, the Ordinance exempts multi-family structures with 4 or more stories and an elevator, therefore, no ADU's are required. The applicant has not proffered to provide ADU's. Provide greater description on the multi-family units to determine if they indeed are exempt from the provision of ADUs. If the units are truly multi-family, remove the reference to ADU's in the Proffer Statement and revise the Matters for Consideration to recognize that no ADU's will be provided. (§6-1209(E)(15)) The applicant responded that, if no ADU's are required, then Work Force Housing will be provided, however, the issue for consideration speaks to moderate housing. Work Force Housing (WFH) does not address the same stratum of people as moderate priced housing because the WFH affordability range is 100% of the median income while moderate housing is affordable to purchase for families at 30-70% of median income or for rental to families at 30-50% of median income. Under Ordinance definitions, WFH does not address the provision of moderate housing opportunities.*

#### **OTHER/CDP:**

17. Original comment: *The term “civic space” is used throughout the ZMAP plats. Revise to the correct term used in the Ordinance, which is “civic use”. “Civic space” is still used in Zoning Checklist Note 7 on sheet 7 and should be changed to “civic use”.*
18. Original comment: *Remove D and E, or correct Note D and remove Note E in the Land Bay Tabulation. If the modification is approved, the applicant may provide civic uses totaling only 5% of the TC land area, or approximately 119,180 sf of civic uses. The applicant states in Note D that approximately 3 acres of civic space (use) includes the Town Green, which is defined as “the primary public open space within a town center which contains a well defined green space with landscaped areas”. Note E states that the town green is included as part of civic space. A town green may not be counted toward civic uses. Proffer V.A. states that civic use square footage will be in addition to commercial and office square footage. Therefore, an additional 130,288 square feet of development is proposed. Revise the PD-TC District Density Tabulation on sheet 7 as it does not include the civic use square footage. Revise the overall development in the PD-TC to 3,109,788 square feet, or a proposed FAR of 1.19.*
19. The applicant now proposes in the Landbay Tabulation that, in addition to 1 million sf of office, there may be an additional 50,000 sf of commercial uses. Note F in the Keyed Notations on sheet 7 references only commercial density in the PD-TC portion of the development, however, it may be construed that it applies to the commercial being proposed in the PD-OP portion of the development. Revise the notation to be clear that commercial sf in PD-OP is not subject to this note. Only the uses permitted or allowed by special exception may be permitted in Landbay A.

20. Note 8 in the Keyed Notations refer to “non-office” but should be referenced as commercial as the Landbay Tabulation speaks to commercial. If, as General Note 8 states, up to 50,000 sf of office in Landbay A may be converted to 50,000 commercial square footage in Landbay A, note in the Tabulation that the office square footage may be less than 1 million based upon the conversion. Be advised that per 4-303(F), certain accessory uses are limited to 20% of the building square footage. Any commercial uses that fall within that category, and are within an office building in Landbay A, will be limited to the maximum 20% in accordance with the Ordinance. Revise the Notation 8 accordingly.
21. Original comment: *The prior approved rezoning (ZMAP 1985-0009, KJS Partnership) has proffers that have not been implemented or fulfilled. Provide a proffer analysis in order to compare potential improvement not fulfilled with the prior rezoning against improvements proposed with this development.* Comment remains outstanding. Although this rezoning proposes proffers that will supersede the prior proffers, the Planning Commission and Board of Supervisor routinely wish to know what proffers will be “lost” with the new proposal. Provide the analysis as requested.
22. Note on sheet 1 that a portion of Innovation Avenue (035-26-7139) is included in the rezoning application.
23. Road H is anticipated to be a major road connecting off-site development/existing development to Innovation Avenue realigned. Sheet 5 indicates that there will be on-street parking, which may produce significant traffic hazards. Staff recommends that on-street parking be eliminated or reduced along Road H. Staff defers to the Office of Transportation for further comment.
24. Label the roads on the Regional Layout Plan on sheet 6.
25. Zoning Checklist Note 7 on sheet 7 refers to a “Central Park” that will be “hub of civic and pedestrian activities”. This term is not used in the proffers, Design Guidelines or elsewhere on the CDP. Revise to Town Green or Promenade as these are terms used throughout the applicant’s documents.
26. Label the Tree Conservation area on sheet 5 and 8, as done on sheet 6 and determine if the 4.38 acre tree conservation mentioned in Note 4 of sheet 5 and 8 is different from or a part of the 6 acres of open space in Landbay A.
27. Correct the number of residential units in the Overall Parking Calculation Tabulation on sheet 7 which shows 1,492 dwelling units instead of 1,495 units , and revise the maximum number of required parking spaces.
28. Revise Parking Note 1 to read that “Required parking will be calculated at site plan to reflect final densities and specific uses. And remove “at time of final site plan” from Parking Note 5, because a modification may need to proceed a site plan if a special exception is necessary.
29. Revise the Landbay Tabulation and Keyed Notation C, to be consistent with proffer.A.2. that states that the 17,000 sf (or .40 acres) will be in 4 landbays.
30. Revise Keyed Notation F on sheet 7 as commercial square footage may not be transferred to other landbays with the TC district if it brings the commercial square footage below the minimum nor above the maximum listed in the Commercial column of the Landbay Tabulation. Revise the note to be clear that this does not apply to the maximum 50,000 sf of commercial proposed in Landbay A. Generally, as there is a range listed in the Tabulation for commercial square footage, note F is redundant and can be misleading. Further, the bulk of the commercial development should be located in the Core landbays. In order to fulfill Core purposes, ensure that the bulk of commercial development will be within the Core.



31. Revise the Statement of Justification as it proposes up to 350,000 sf of retail uses to “support the office employees and residents” however, 400,000 sf is shown in the Landbay Tabulation.

#### **DESIGN GUIDELINES and SUSTAINABLE DEVELOPMENT PLAN:**

32. Original comment: *The Design Guidelines are Exhibit C to the proffers and the Sustainable Development Plan are referenced as Exhibit D in the Proffer Statement. However, the applicant has not proffered to be in substantial conformance with Exhibit C or D. The Guidelines and Development Plan provide no specifics or timelines. Nothing is enforceable as and there are no guarantees that any of the measures and designs provided in the documents will come to fruition, although the applicant states that they will implement both documents. Staff defers further comment to Community Planning and the Environmental Review Team. Comment remains outstanding. The Sustainable Development Plan is not proffered and there is no obligation for the applicant or subsequent owners/developers to adhere to those guidelines. Include language that the Sustainable Development Plan is part of the proffer statement.*

#### **DRAFT PROFFER STATEMENT, REVISED JULY 30, 2010:**

33. Original comment: *Paragraph II.A.1. – as proposed, and based upon the statements made by the applicant, this development will have multi-family units that are exempt from the ADU requirements. Remove “inclusive of any required ADU’s” and remove the 2<sup>nd</sup> paragraph as there are no ADU’s required and the applicant is not proffering to provide any. The paragraph states ADU’s and Workforce dwellings are further described on sheet 7 of the CDP, however, there is no mention of either type of housing on the CDP.*
34. Revise the first paragraph of II.A.2. to read “Affordable Dwellings Units (ADU’s), as may be required by the Revised 1993 Loudoun County Zoning Ordinance (“Ordinance”), shall be noted on applicable records plats or site plans. The applicant reserves its ability to received ADU exemptions f or multi-family dwelling units that satisfy the Ordinance’s exemption provisions found in Section 7-102(D). If required, ADU’s shall be provided in accordance with the ADU provisions of Article 7 of the Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances.”
35. Paragraph 3 of II.A. requires all residential builders to offer ENERGYSTAR appliances. Provide a method for this requirement to be verified for compliance, such as providing a paragraph to be included in the builder’s contract or some other method that can be checked. In addition, provide when this information can be verified, such as at the first site plan.
36. Paragraph II.B.1.a. defines “non-residential”, which is only used in this Proffer Statement. The CDP, and specifically the Landbay Tabulation on sheet 7, does not use the term “non-residential”. Clarify that the term “non-residential” applies only in the proffers, otherwise, use terms consistently in both documents.
37. Revise the first sentence in paragraph II.B.2. to read “Development of the PD-OP portion of the Property shall include up to 1,000,000 square feet of Office uses, of which no more than 50,000 square feet may be converted to Commercial uses as permitted in the district”. Clarify if the 1 million square feet is office uses alone, or includes accessory non-office uses.
38. Regarding paragraph II.C., the hotel may be located in Landbay 13 adjacent to Road C, however, Landbay 13 cannot be “adjacent” to Road C as it dead-ends at Landbay 13. Provide a better description of where the hotel may be located within Landbay 13. State at which phase the hotel will be built, or reference the appropriate paragraph in III. Also, add that the full service hotel will include a minimum of “12,500 square feet of accessory meeting rooms/conference center space.”

39. Correct paragraph II.D. as it incorrectly states that Landbay A shall contain a minimum 150,000 square feet of office uses at full build-out, when the minimum shown in Landbay A on the Landbay Tabulation is 450,000 sf. Further, revise the proffer to increase the minimum office square footage in Landbays 9, 10, and 12 as they are shown on the Landbay Tabulation(sheet 7) to have more than 150,000 sf. In the last sentence of the paragraph, revise the word "accessory" to "commercial" as any use permitted (or allowed by special exception approval) in the PD-OP district may be within the ground level of the buildings. Again, be advised that any use that is "accessory" per 4-303(F) of the Ordinance will be limited to 20% of the floor area of the building.
40. Provide a greater distinction of the buildings in paragraph II.D.2., as it states that residential buildings will not exceed the height of the tallest "Office building on the Property". No building is proposed to be strictly office, and is suppose to be a mixture of office, commercial, residential. Give criteria of an "office" or "residential" building.
41. Paragraph II.E. – revise the paragraph...if the minimum height is 6 stories or 72', whichever is less, and parking structures will not exceed seven stories, all parking structures could be taller than any other building when the applicant has stated that no parking structure will be taller than any office/commercial building. Provide a height and story amount as for the office buildings, and also state "whichever is less". Again, the proffer speaks to the height of "any Office building located along the Dulles Toll Road" but it isn't clear that the prohibition applies to all buildings, even mixed use buildings.
42. Paragraph II.H.3. states that street trees will be planted and maintained at regular intervals along the "interior private streets within the PD-TC district". Provide greater clarification on which streets trees will be planted, and provide some average spacing, such as approximately every 25 feet as in the PD-TRC zoning district.
43. Revise paragraph II.I.1. as Section 4-808(P) states that dumpsters and loading docks SHALL be screened and remove "to the extent possible" in the first sentence. Clarify that this proffer is not meant to be interpreted as modifying any of the screening requirements in the Ordinance.
44. Paragraph III.A.1. states that up to 1.1 million square feet of non-residential may be built in phase I of the development. Paragraph V.B. states that prior to the commencement of phase II, one civic element will be provided. The definition of "non-residential" given in paragraph IIB.1.a., excludes civic uses. Therefore, this proffer may be impossible to fulfill because no civic uses will be permitted to be constructed during phase I, but at least one is required prior to phase II. Revise or otherwise correct the phasing and/or the definition of non-residential.
45. Revise III.A.2. to read "The Applicant may receive zoning permits for an additional 383,964 square feet of Office uses". The term "shall" means that the applicant MUST provide, and there may be a situation where the applicant may not be able to construct that much additional office space. The use of "at least" would require that much to be built or more.
46. Revise III.D. as the first sentence states that a hotel is not required, but the last sentence states that at a minimum, a 200 room, full-service hotel shall be built prior to completion of the development. As the completion of the property is undefined, revise "prior to completion" to "prior to the issuance of the Xth occupancy permit for any building" or some other definable time. Provide a definition of "full service hotel".
47. Paragraph V.A.1. states that a minimum of 7.2 acres of open space will be provided within Landbay A, which is almost the total of open space required for the entire development (7.77 acres), placing approximately ½ an acre in the bulk of the development (the TC portion). The Landbay Tabulation on sheet 7 shows that 1.34 acres will be in Landbays 7 and 9. In addition, the Landbay Tabulation



shows that 6.43 acres of open space will be provided in Landbay A. Reconcile the discrepancies. As the bulk of the open space is in the PD-OP portion of the development, and that open space may be cut off from access to the entire development if it becomes a secured facility, staff recommends that the PD-OP district line be moved to allow more open space (floodplain and scenic creek valley buffer) to be in the PD-TC portion of the development, and thus more accessible to residents and workers alike.

48. The Promenade is the "main park and activity center" mentioned in paragraph V.A.1.a. Clarify in the paragraph if the "main park" is the 40,000 sf Town Green. Further, the paragraph states that the Promenade is shown in Landbays 7 and 8; however, none of the proffered sheets call out an area as the Promenade. If the Promenade is meant to be the "Approximate location of Town Green and Civic Uses" highlighted on sheet 6, then correct the proffer as none of it is in Landbay 8. In addition, the Landbay Tabulation on sheet 7 shows that there will be .92 acres of open space and no civic uses in Landbay 7. The proffer states that 1.0 acre of open space (most of which is the Town Green) will be in Landbay 7 and 8, but, based on the proffer and CDP conflict, no open space or civic use is in Landbay 8. Correct the proffer and the Landscape Tabulation on sheet 7 to match.
49. Revise paragraph V.A.1.b. as there is no "portion" of Promenade in Landbay 7 as all of it is shown there, based on staff interpretation of sheet 6. Based on the proffer, if a building is constructed in Landbay 10, but it has no frontage on Road C, then no area of the Promenade is required to be built. Frontage is defined in the Ordinance as the "lot width, measured at the front property line". Staff recommends that the proffer be revised to reclassify when the Promenade will be constructed and open to the public, possibly prior to any zoning permits being issued for buildings within the Core.
50. Paragraph V.A.1.c. uses the similar term "frontage". Provide more specific triggers. Clarify if it is the intent of the Proffers that no building in the Fringe triggers development of the Promenade. If this is the case, staff recommends a broader trigger so that Fringe businesses and residents have some civic and park areas to enhance their working and living environment.
51. Provide a date or timing of when the Promenade must be finalized and fully constructed, for example, prior to any zoning permits being issued for Phase III.
52. Clarify in paragraph V.A.2. which 4 landbays the 17,000 sf of pocket parks will be constructed, reflect that in the CDP Landbay Tabulation, and proffer to comply with Exhibit D, Design Guidelines. In the last sentence remove "activate" with "install picnic tables and benches in at least 2 of the pocket parks, plazas..."
53. Paragraph V.B: In general, if the term is defined in the Ordinance, then the use must be permitted or allowed by special exception in the district. For example, an arboretum is a defined term that is not listed in the TC district, and therefore, may not be permitted as a civic use. State in the paragraph that the civic use square footage is in addition to any office and commercial space. Remove the terms "programmed parks such as village greens or plazas" as there is no definition of "programmed parks" and generally speaking, village greens and plazas do not count as civic space. Further, clarify that community meeting rooms will not be that space inside of a hotel. Establish a clearer trigger in the second sentence such as "Prior to the issuance of any building or zoning permit for construction in Phase II (and III)" instead of "Prior to the commencement of Phase II (and III)".
54. Original comment: *Paragraph V.A.1. – Clarify that the "amenities" will be provided with the first site plan done for the adjacent landbay. As currently written, the timing of amenity construction could be debated. Currently paragraph V.C., subparagraph C refers to "above "uses" however, no uses are listed in the prior subparagraphs. The subparagraph is also missing the number of permits, presumably building permits.*

55. Paragraph V.C.2.a. implies that only one 3,500 sf pool may be constructed for 1,495 residential units that may be constructed in 5 landbays. Clarify that all residential units will have access to the pool, or if more than one pool is constructed, all residents will have access to at least one.
56. Paragraph V.C.2.b.i. states that a "business center" may be part of the 7,500 sf interior amenity provided for residents. Present some elements that define a business center. In addition, subparagraph c does not state the number of residential (permits) that triggers a community room.
57. Remove V.C.2.d. as a health club or fitness facility is not an amenity for residents of the development, but a for-profit, commercial enterprise and which may be counted against commercial square footage unless it is a fitness center, located in a residential building, specifically for use by residents. Allowing residents the "opportunity to join" a commercial fitness club for a fee is not a residential amenity.
58. In paragraph VI.A., second sentence, revise "The Applicant intends to establish an overall, umbrella POA" to "The Applicant shall establish an overall..." and in paragraph C state that the POA design review committee will be established prior to submission of the first site plan or prior to issuance of the first zoning permit to ensure that no building is constructed that does not meet the Design Guidelines.
59. The road section described in VII.D. is an off-site improvement, therefore, provide some illustration of where this road segment is planned to show its relationship to the proposed development.
60. With regard to paragraph VII.E., provide a reference map or otherwise illustrate the location of these off-site improvements. Based on maps, there are 2 roads that bear the name of Rock Hill Road, therefore, clarify to which road segment this proffer applies.
61. Original comment: Paragraph VII.E. – *The applicant can include traffic reduction attempts in the TDM, but cannot commit the users of building to provide ride-sharing, flex-time, etc. How will the information be gathered and how will the reductions be verified? The parking reduction SPEX is predicated on the TDM's reaching their stated goal. If the goal is not achieved, the justification for the parking reduction is undercut.* The applicant proffers to achieve a reduction of 10% in traffic volume during peak hours, but does not provide the base volume. Provide methods to verify compliance with a 10% reduction or how reporting will be made to the County to verify that the reduction is achieved.
62. Remove the word "the" from the second sentence in paragraph VII.J. so that it reads "The shuttle bus system shall serve at least three bus shelters described in..."
63. In paragraph VIII.A.1 remove the 3<sup>rd</sup> sentence, as sheet 6 does not show separate sidewalk/multi-use trails in the same locations. Any sidewalks/pedestrian pathways shall be constructed of concrete, or like material.
64. Paragraph VIII.A.3. proffers to only provide crosswalks within the Core, however, as a pedestrian oriented development, crosswalks should be constructed throughout the development in order to allow employees and residents in the Fringe to safely access the Promenade or civic uses central to the development. In addition, Road C and A are foreseen to carry a great deal of vehicles, and pedestrians in Landbay A and 9 should be allowed safe access to commercial uses to be located in central landbays. Provide crosswalks at various locations in the Fringe.
65. Use the same term in paragraph VIII.B.1 as on sheet 6. On- and off-site multi-use trails are assumed to be the referenced bicycle trails. In the 3<sup>rd</sup> sentence remove "however, that in the event Land Bay A is sold to, or leased by a government agency..." All roads are proposed to be private, therefore mention of public right-of-way is unnecessary. In addition, if the multi-use trail is not in the public ROW or easement, where will it be located? Further, sheet 6 does not show any 10' multi-use trails within Landbay A, but only a 10' on-site sidewalk along Road C.



66. Paragraph VIII.B.2. states that the network of bicycle/multi-use trails will provide connections to and between (c) at least 2 of the 3 planned bus shelters/stops within the Property. Four bus shelters are shown, interior to the development, but no multi-use trail is shown connecting the shelters on sheet 6. Only sidewalks are shown to connect the bus shelters.
67. Clarify that the locations of the bicycle racks will be shown on the site plan for each location where the rack is located pursuant to paragraph VIII.B.3.
68. There is no timing provided in paragraph VIII.C for when the "pedestrian trails of pervious material within Landbay A" will be constructed. Staff recommends that the trails be shown on the first site plan submitted for Landbay A and that the trail be completed prior to the issuance of the first occupancy permit for Landbay A. Further, Note 3 on sheet 6 states that "permeable material will be *considered* for portion of sidewalk and trails," however, this paragraph is specific that all trails within Landbay A will be of pervious/permeable material. Revise the note to be clear that all trails within Landbay A shall be pervious.
69. Add to paragraph IX.A.1. that the "Applicant shall maintain imperviousness for the total site area, included the PD-OP district, of less than 66%..." and when the 66% will be achieved. Clarify the intent of the sentence as it is confusing.
70. Clarify how compliance with IX.A.2. will be measured and what benchmark the 50% phosphorous removal rate will be measured against. Determine if compliance can be decided at site plan submission.
71. Give a definition of "green roof" in paragraph IX.A.2.i or establish what elements will need to be supplied that will make a roof green in order for staff to conclude that 75,000 sf of green roofs are provided. Provide a final date of compliance.
72. In paragraph IX.A.2.iii, add that a minimum of 20% of the total of each surface parking lot shall be constructed with pervious materials and such will be demonstrated at site plan for each lot constructed.
73. Paragraph IX.E. states that encroachments into the River and Stream Corridor Resource area (RSCR) are depicted on sheet 4, however, the referenced sheet is Existing Conditions, and no encroachments are shown. The RSCR is not shown on Sheet 4 or any other sheet. Illustrate and label the location of the 50' River and Stream Corridor management buffer on sheet 5 and 6, and revise the proffer to read that there will be no encroachment into the 50' management buffer except as permitted by the policies.
74. Original comment: *Paragraph VIII.F. – Clarify what "commercially reasonable efforts" will entail when providing wetland mitigation.* The applicant responded that "commercially reasonable efforts" is a standard of conduct based on reasonable business practices, however, as it is a proffer, provide some measures or benchmarks that will allow staff to determine if it has been satisfied.
75. Original comment: *Paragraph VIII.H. – Revise the first sentence to read that the applicant will limit the uses within the major floodplain to those uses permitted by the Ordinance.* Some uses that are listed in paragraph IX.H are not found in Section 4-1505 of the Ordinance, and the section is written in such a way as to allow things that may not be in compliance with that Section. Remove the paragraph. Uses permitted in the floodplain are found in the Ordinance, and a restatement of the Ordinance is not necessary. If the applicant wishes to "proffer out" specific uses, then those uses that would otherwise be permitted, should be listed as prohibited. A misstatement in the proffers could be misconstrued as a modification if it deviates from the Ordinance

# MEMORANDUM

RECEIVED

AUG 25 2010

LOUDOUN COUNTY  
DEPARTMENT OF PLANNING

TO: Stephen Gardner, Department of Planning (#62)

FROM: Larr Kelly, Zoning Division, Department of Building and Development (#60)



DATE: August 25, 2010

RE: ZMAP 2008-0018: Dulles World Center

As requested, I have reviewed the draft proffers, dated July 30, 2010, for the above referenced Zoning Map Amendment application. Pursuant to this review, I offer the following comments:

1. In regard to the preamble, in the fourth line of the second paragraph thereof, I suggest that the blank be filled with the actual Special Exception number, SPEX 2010-0008.
2. In regard to proffer I., in the fourth line thereof, the applicant has referenced a Concept Development Plan last revised July 19, 2010. However, the CDP that accompanied this referral is last revised July 30, 2010. I suggest that this inconsistency be eliminated.
3. In regard to proffer II.A.1., I note that the applicant has indicated the intent to construct multi-family dwellings in this development. Recently, we have had several developers seek to construct what are essentially townhouses and have them qualify as multi-family units. I suggest that the applicant provide some greater detail on the type of units they intend to construct in order to ensure that townhouses are not proposed in the future.
4. In further regard to proffer II.A.1., I note that the applicant states that the residential development on the site shall be "as further described on Sheet 7 of the CDP". Sheet 7 provides a maximum number of residential units per Land Bay, but then also includes a note indicating that such units may be shifted among the Land Bays, thus rendering the tabulation figures meaningless. I suggest that minimum and maximum numbers per Land Bay be specified
5. In further regard to proffer II.A.1., in the last sentence thereof, the applicant has indicated that at full build out the multi-family units shall have an average size of "up to 900 square feet". I do not see how this particular proffer is to be monitored to ensure compliance, or even what will eventually constitute "full build out". I suggest that either this provision be deleted or a meaningful

ATTACHMENT 1c



mechanism for monitoring the average size of the units be proposed for consideration.

6. In regard to proffer II.A.2., and the applicant's proposal to provide "Workforce Dwelling Units", in the first line of the third paragraph thereunder, I note that the applicant describes the WDU's as being "administered" either in accord with most of the provisions of the County's Affordable Dwelling Unit Program or "subject to a federal or state affordable housing program". I suggest that the small "(a)" in the first line be moved so as to follow the word "be", as the federal or state program is really an alternative to providing WDU's administered under the County's ADU Program. I also suggest that the applicant indicate a timing provision for deciding which program they intend to use.
7. In further regard to proffer II.A.2., in the next to last line of the third paragraph thereof, the reference to "this paragraph II.A.3" needs to be changed to "this paragraph II.A.2."
8. In regard to proffer II.A.3., in the first line thereof, I note that the applicant has proposed to "offer appliances" certified by Energystar. I fail to understand the purpose of this proffer. If the applicant intends to install Energystar rated appliance, then they should state the intent to install such appliances. Offering them to prospective buyers provides nothing in the way of assurances that such appliances will be used. I also suggest that a meaningful way of monitoring this proffer be proposed.
9. In regard to proffer II.B.3., I note that the applicant has indicated that up to 350,000 square feet of commercial uses may be located in the PD-TC portion of the development. I also note that the CDP includes minimums and maximums for commercial uses in the various Land Bays, but also includes a note F that indicates that the commercial density listed for each Land Bay may transfer within the various PD-TC Land Bays. This leaves the minimums and maximums in the tabulations to be of questionable value. I suggest that the applicant clarify whether any of the minimums listed have to be met, or whether the tabulations should more realistically be left blank.
10. In regard to proffer II.C., wherein the applicant indicates that hotel use shall be restricted to "Land Bays 10, 11, 12 and 13 adjacent to Road C", I see a problem in that Land Bay 13 is at a T-intersection with Road C. I suggest that consideration be given to revising this proffer to limit hotel use to the Town Core portion of Land Bays 10, 11, 12 and 13.
11. In further regard to proffer II.C., concerning the hotel use, I note that while the applicant has indicated that hotel use may occur in Land Bays 10, 11, 12 or 13,

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Note 1 on Sheet 7 of the CDP indicates that "A hotel may be located in one of Land Bays 10, 11, 12, or 13". I suggest that the applicant clarify whether their intent is to limit hotel use to just one hotel regardless of whether the hotel is the minimum 200,000 square feet or the maximum 350,000 square feet.

12. In regard to proffer II.D.1., in the third line thereof, I suggest that the phrase "and such land bays" be changed to "each such land bay". I also note that the proffer states that each land bay shall contain at least 150,000 square feet of office use. However, this does not conform with the tabulations on the CDP which shows Land Bay A as having a minimum 450,000 square feet of office use, and Land Bay 9, which states that there shall be at least 228,050 square feet of office use, and Land Bay 10 which states that there shall be at least 225,500 square feet of office use and Land Bay 12 which shows at least 214,750 square feet of office use. I suggest that these inconsistencies be eliminated.
13. In further regard to proffer II.D.1., in the last sentence thereof, the applicant states that the office buildings within Land Bay A may also include "accessory uses" on the ground floor. It is not clear what the applicant intended to mean by this phrase, but it appears to mean that they intend to limit themselves to the uses as identified in Section 4-303(F) and to such uses occupying no more than 20% of the floor area of any such office building, and that such floor area will only be located on the ground floor. If any other meaning is intended, then I suggest that this be clarified. I also note that the tabulations on Sheet 7 indicated that up to 50,000 square feet of commercial uses are to be allowed in Land Bay A. I suggest that it be clarified as to whether the applicant intends for these "accessory uses" to be what constitutes this permitted commercial uses in Land Bay A. Additionally, I note that the CDP includes a tabulation indicating that there will be between 450,000 and 1,000,000 square feet of office in this Land Bay. It is not clear if the applicant intends for this square footage to be only office use, or whether this is intended to mean PD-OP uses, other than the accessory uses. Another possible interpretation is that the applicant intended to refer to the other uses listed in the PD-OP use list as the 50,000 square feet of accessory uses. I suggest that the applicant's intent be clarified.
14. In regard to proffer II.D.2., I note that the applicant has stated that "at full build-out" the tallest residential building on the Property shall not exceed the building height of the tallest Office Building on the Property. It is not clear how this proffer can be enforced over the course of development, nor is it clear what "full build out" is intended to mean. Unless the applicant uses every last square foot approved with this development, which does not always happen, then there may be some potential for further build out. I suggest that this proffer would be easier to administer if a maximum height for residential buildings and a minimum height for office buildings were specified.



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15. In regard to proffer II.E., concerning parking structures, I note that the applicant indicates that freestanding parking structures shall not exceed seven stories in height, shall not front on the Dulles Toll Road and shall not exceed the height of any office building located along the Dulles Toll Road. In order for this proffer to be enforceable, I suggest that the applicant specify on the CDP that area along the Dulles Toll Road where this restriction is intended to apply, as technically, none of the buildings are likely to "front" on the Toll Road. I also suggest that the minimum height for office buildings in the Dulles Toll Road area be specified, and that such minimum height should exceed the maximum height for parking structures. Such changes will help make this proffer more meaningful and enforceable. I also suggest that it be clarified whether the applicant intends for this proffer to apply to buildings which contain a mix of uses, and are not exclusively "office" buildings.
  16. In further regard to proffer II.E., I note that the applicant states the intent to treat parking structures with individual design elements, and then lists types of design elements that "may" be used. I suggest that the word "may" be changed to "shall" so that the County can be assured that the applicant shall include at least one of the listed design elements.
  17. In regard to proffer II.G.3., I note that the applicant has indicated that "at full-build-out" at least 60% of the required parking spaces shall be provided within parking structures. I am uncertain what level of development shall constitute "full build-out". I suggest that this standard be met at an earlier point in time, such as with the first zoning permit in Phase III, and that this percentage be maintained thereafter.
  18. In regard to proffer II.H.1., in the fourth line thereof, the applicant references "Proffer VI.A." I suggest that this be changed to "Proffer VI." as the requirements for the Property Owners Association are located in the various provisions of proffer VI. and not just proffer VI.A.
  19. In further regard to proffer II.H.1., in the fifth line thereof, the applicant references "Realigned Innovation Avenue". However, there is nothing on the CDP identified as "Realigned Innovation Avenue". I suggest that this inconsistency be eliminated. I also suggest that it be clarified that Realigned Innovation Avenue is to be a public road.
  20. In regard to proffer II.H.2., concerning the mid-block breaks, I note that one such break could be a "seating area". I suggest that it be clarified that this is intended to be more than simply placing a bench on the sidewalk.
  21. In regard to proffer II.I.1., I note that the applicant has indicated the intent to design the dumpsters and loading docks to be oriented away from roads and

residential uses or shall be screened to the extent possible. Section 4-808(P) requires that areas for the collection of refuse and loading areas be screened, and not merely to the extent possible. I suggest that this proffer be amended accordingly.

22. In regard to proffer II.I.2., in the first line thereof, I suggest that the word "visible" be deleted, so as to ensure that all rooftop mechanical units are screened. Additionally, in the third line of the proffer, I suggest that the phrase "be used to" be inserted following the word "also".
23. In regard to proffer III.A., I note that the only distinction I can discern between Phase IA and Phase IB is that Phase IB triggers the requirement to fund and construct the Route 28/Innovation Interchange. However, it is not clear whether the trigger for Phase IB is the full 1,131,400 square feet or whether it is exceeding the 1,024,436 square feet of the office component. I suggest that the applicant's intent be clarified.
24. In regard to proffer II.A.1. and proffer II.A.2., I note that a total of 1,131,400 square feet of Non-residential uses shall constitute phase IA with up to 106,964 square feet of that being allowed to be Commercial uses. However, there is nothing that requires any Commercial uses to be developed in Phase IA, or in Phase IB, and the entirety of these two subphases could be Office. If the intent is to ensure a balance between Office and Commercial, then I suggest that a minimum amount of Commercial be required at some point of the two subphases.
25. In regard to proffer II.A.3., I note that a pre-condition to the start of Phase II is the extension of Metrorail service to the Route 28/CIT Metro Station. Assuming that this is the correct name for the station, I interpret this statement to mean to mean that Metro has been constructed and is open for use. If any other meaning is intended, I suggest that this be clarified.
26. In further regard proffer II.A.3., I suggest that the applicant clarify what they consider to be the trigger for the "commencement" of phase II. This comment is applicable throughout the proffers wherever that applicant refers to the commencement of a phase.
27. In regard to proffer II.D., I note that the applicant has indicated that they shall be permitted, "but not be required", to receive zoning permits for up to 350,000 square feet of hotel uses. In the next sentence the applicant states the minimum amount of hotel square footage they commit to construct. These sound like conflicting statements, and I suggest that the phrase "but not be required" be deleted.



28. In further regard to proffer II.D., I note that the applicant makes it clear that they do not intend to tie hotel use to any phase of development, and also states that at a minimum the applicant shall obtain zoning permits for at least 200,000 square feet of hotel use "prior to completion of the proposed development of the Property". This leaves it open as to whether a Hotel will ever be built or not, as the applicant can leave it to the very end and never build it, in which case the applicant would not have reached completion of proposed development on of the Property. I suggest that the timing for the construction of the hotel use be moved forward, perhaps to be prior to the issuance of the first zoning permit for Phase III.
29. In regard to proffer I.A., in the third line thereof, I suggest that the phrase "ADUs or WDUs" be changed to "ADU and/or WDUs".
30. In regard to proffer V.A.1., in the first line thereof, I note that the applicant has indicated the intent to provide 7.2 acres of open space within Land Bay A. However, the tabulations on Sheet 7 show open space in Land Bay A as being 6.43 acres. I suggest that this inconsistency be eliminated. I also note that the tabulations show a total of 7.7 acres of open space for the Property. If 7.2 acres is to be in Land Bay A, then that only leaves a half an acre throughout the rest of the development, instead of the 1.34 listed in the tabulations. I suggest that this inconsistency also be eliminated.
31. In further regard to proffer V.A.1., in the sixth line thereof, I suggest that the phrase "the Applicant may limit" be deleted. I also suggest that in the seventh line of the proffer, the phrase "may be limited" be inserted prior to the phrase "to use by only".
32. In regard to proffer V.A.1.a., I note that the applicant states that the main park and activity center shall be "The Promenade and shown in Land Bays 7 and 8". There is nothing on the CDP labeled as "the Promenade". There is an area in Land Bay 7 shown as "Town Green and Civic Uses". I suggest that the applicant clarify whether these are intended to be the same thing. I also suggest that if these are intended to be the same thing then it should be clarified why Land Bay 8 is referenced in this proffer, but is not shown on the CDP as having the "Promenade" or "Town Green and Civic Uses".
33. In further regard to proffer V.A.1.a., in the second line thereof, the applicant states that the Promenade shall include a minimum of one acre of open space. However, the Sheet 7 of the CDP states that Land Bay 7 shall have .92 acres of open space and there is no open space designated in the tabulations for Land Bay 8. I suggest that this inconsistency be eliminated.

34. In regard to proffer V.A.1.b., I note that the applicant has indicated that the portion of the Promenade within Land Bay 7 shall be open prior to the issuance of the first occupancy permit for any building adjacent to Land Bay 7, in Land Bay 1, 2, 10 or 11 with frontage on Road B or Road C. This excludes Land Bay 6, even though it is adjacent to Land Bay 7. I note that this also excludes any buildings in Land Bays 7 or 8 and suggest that these two Land Bays should be triggers for the opening of the Promenade. I also suggest that consideration be given to making the trigger for opening this portion of the Promenade be the first occupancy permit for any building in the Town Core, or any building in Land Bays 1, 2, 7, 8, 10 or 11 within the Town Core, rather than any building adjacent to Land Bay 7.
35. In regard to proffer V.A.1.c., I note that the applicant has stated the intent to construct and open the portion of the Promenade in Land Bay 8 prior to the issuance of the first occupancy permit for any building adjacent to Land Bay 8, specifically a building in Land Bay 3 or 4 with frontage on Road B, a building in Land Bay 12 with frontage on Road C or a building in Land Bay 13 with frontage between Road B and Road C. I again note that there does not appear to be any portion of the Promenade shown on Land Bay 8 on the CDP. I suggest that this inconsistency be eliminated. I also suggest that consideration be made of tying the trigger for this portion of the Promenade to the occupancy permit for the first building in any of Land Bays 3, 4, 7, 8, 12 or 13 within the Town Core.
36. In regard to proffer V.A.2., I note that the applicant states that the applicant shall provide 17,000 square feet of pocket parks spread across four land bays, but does not identify the Land Bays. This will make it impossible to track the fulfillment of this proffer. I suggest that the four Land Bays be identified.
37. In further regard to proffer V.A.2., in the sixth line thereof, I suggest that the word "activate" be changed to "provide".
38. In regard to proffer V.B., concerning civic uses, I note that the applicant's list of civic uses includes some items that are not included in the list of those uses considered to be civic uses. For example, the applicant identifies "programmed parks such as village greens or plazas" as a civic use. This is a required element of the PD-TC district and is not considered a civic use. I suggest that the list identified in this proffer be pared to match to the list found in the County's Zoning Ordinance.
39. In regard to proffer V.C.1.a., I note that the applicant proposes to provide 500 square feet of "courtyard space" per Residential Land Bay. It is not clear whether this is intended to be considered as open space, as specified in proffer



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V.A.2., or is addition to the open space to be provided pursuant to that proffer. I suggest that this be clarified.

40. In regard to proffer V.C.1.b., I note that the applicant intends to provide a minimum of 1,000 square feet of storage facilities per Residential Land Bay, including bicycle racks "as described in Proffer VIII.B.4." There is no proffer VIII.B.4. I believe the applicant intended to refer to proffer VIII.B.3., and if so, I suggest that this reference be so changed. I also question how the storage facilities are supposed to work. If a minimum of 1,000 square feet of storage is provided and there are 350, or more, dwelling units within the Land Bay, then there is less than 3 square feet of storage per unit. I suggest that the purpose of this proffer be clarified and that meaningful storage facilities be provided.
41. In regard to proffer V.C.1.c., in the first and third lines thereof, I suggest that the word "uses" be changed to "amenities/facilities". I note that the applicant intends to tie the provision of the amenities/facilities to the issuance of a certain number of "Residential permits". I assume that this is intended to mean "residential zoning permits", but I suggest that this be clarified. I also question why the provision of these amenities is being tied to the issuance of permits inasmuch as it appears that the various Residential Land Bays are to be occupied by multi-story apartment/condominium buildings. If this is the case, the storage and courtyard will need to be designed into the site plan and constructed as part of the building. I suggest that this be clarified.
42. In regard to proffer V.C.2.a., concerning the provision of 3,500 square feet of swimming pools, I note that there is no timing mechanism for the provision of the pool. I suggest that this be addressed. I also suggest that the minimum size of any one pool be specified.
43. In regard to proffer V.C.2.b., it is not clear what the applicant intends to provide in terms of amenity space for the benefit of the residents. The applicant identifies four items that "may" be provided, but does not commit to providing any of them. I suggest that the applicant's intent be better stated. I also suggest that the applicant clarify what a "business center" is. I also suggest that consideration be given to providing each Residential Land Bay with an amenity.
44. In regard to proffer V.C.2.c., I suggest that the applicant clarify this timing provision by clearly stating that prior to the issuance of the zoning permit for a certain number of residential units the applicant shall construct at least one Community/Entertainment room and one Fitness Center.
45. In regard to proffer V.C.2.d., I note that the applicant has indicated that if a commercial health club is constructed on the Property, then they shall not have to provide any of the 7,500 square feet of amenities proffered in proffer

- V.C.2.b. I recommend that this be deleted. A membership in a commercial health club, which must be purchased by the individual resident, is not the equivalent of on-site amenities. I suggest that this provision be deleted.
46. In regard to proffer V.C.2.e., I note that the applicant has indicated that if a commercial health club is opened on the Property, which includes a swimming pool, then the applicant shall not have to provide the pool(s) proffered by the applicant in proffer V.C.2.a. Again, I do not see how requiring a resident to purchase a membership to a commercial health club to access a swimming pool is the equivalent to providing an on-site pool as an amenity. I suggest that this provision be deleted.
47. In regard to proffer VI.A., in the third line thereof, I suggest that the phrase "intends to" be changed to "shall". I also suggest that it be clarified that the umbrella POA shall ultimately be responsible for the matters identified in this proffer, even if delegated to a sub-association. Additionally, in the last line of the proffer, I suggest that the term "Virginia Department of Transportation" be used prior to the use of the acronym "VDOT".
48. In regard to proffer VI.C., in the third line thereof, I suggest that the phrase "Design Guidelines Policies" be changed to "Design Guidelines" and that the phrase be in quotes to make it clear it is the title of Exhibit D. I also suggest that the phrase "Exhibit D" be placed on the cover of the Design Guidelines.
49. In further regard to proffer VI.C., in the sixth line thereof, I note that the applicant has specifically referenced "the Dulles District Supervisor". Inasmuch as re-districting is to occur in the near future, I suggest that changing this reference to be "the district supervisor in whose district the Property lies", be considered.
50. In regard to proffer VI.D.1., in the first line thereof, I suggest that the phrase "the POA covenants shall require the Applicant or the POA to provide" be changed to read "The Applicant shall provide within the POA covenants".
51. In regard to proffer VI.D.2., in the first line thereof, I suggest that the phrase "The POA covenants shall require the Applicant or the POA to provide" be changed to "The Applicant shall provide within the POA covenants".
52. In regard to proffer VII.A.1., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right-of-way, up to 120 feet in width".
53. In further regard to proffer VII.A.1., in the eighth line thereof, I suggest that the phrase ", whichever is first in time" be inserted after the word "Property".



54. In further regard to proffer VII.A.1., it is not clear why the applicant has included the last sentence in the proffer. The approval of this rezoning application will specify the amount of density the Property will have, and it is not clear what other density the applicant is reserving. I suggest that this sentence be deleted.
55. In regard to proffer VII.A.2., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right of way, up to 120 feet in width".
56. In further regard to proffer VII.A.2., I note that the applicant refers to the Realigned Innovation Avenue from the boundary of the Property to Rock Hill Road "in the general location depicted on Sheet 6 of the CDP". However, there is nothing on the CDP which is identified as Rock Hill Road, and the maps in the area show two different forks of Rock Hill Road. I suggest that the general location be depicted and clearly identified on the CDP.
57. In further regard to proffer VII.A.2., in the last line thereof, I suggest that the phrase ", whichever is first in time" be added to the end of the line. I also suggest, in order to allow the County to track this proffer, that the applicant proffer to copy Loudoun County Zoning Administration on all correspondence it has with Fairfax County regarding the proposed dedication.
58. In regard to proffer VII.A.3., I note that the applicant has indicated the intent to construct Realigned Innovation Avenue between Route 28 and Rock Hill Road, "including turn lanes within the Property". I suggest that it be clarified whether this is intended to mean that the applicant shall not construct off-site turn lanes, as this phrase implies. I also suggest, if this is the case, that staff review this provision for adequacy.
59. In further regard to proffer VII.A.3., I note that the applicant has indicated the intent to "complete construction" prior to the issuance of "any zoning permits" for the Property. I read this commitment to mean that the roadway is to be open for use and accepted by VDOT for maintenance. I recognize that proffer VII.K. states that "construct" shall mean bonded for construction, but the applicant uses the phrase "complete construction" in this instance and not "construct", and I assume that a different meaning is intended. If not, then I suggest that this be clarified. I also suggest that the phrase "any zoning permits" be changed to "first zoning permit".
60. In regard to proffer VII.A.4., in the first line thereof, I suggest that the phrase "up to 120 feet of right-of-way" be changed to "right of way, up to 120 feet in width".

61. In further regard to proffer VII.A.4., concerning the IEIA Off-Site Right of Way, I note that the applicant has referenced "the owner of Fairfax County Tax Map parcel 15-2((1))17". However, I believe that this is the IEIA who is one of the two entities that constitutes the "Applicant" in this case. If this is correct, then I suggest that the applicant remove the contingency and commit to obtaining the off-site right of way for the extension of Realigned Innovation Avenue to Existing Innovation Avenue.
62. In further regard to proffer VII.A.4., I note that the CDP does not adequately identify this extension of Realigned Innovation Avenue to existing Innovation Avenue. I suggest that these roadways be better identified on the CDP. I also suggest, in the fifth line of the proffer, that the word "east" be inserted prior to the phrase "to existing Innovation Avenue"
63. In further regard to proffer VII.A.4., in the last sentence thereof, I note that the applicant has indicated the intent to "complete construction" of such portion of Realigned Innovation Avenue prior to the issuance of "any zoning permits" for the Property. I suggest that the phrase "any zoning permits" be changed to "the first zoning permit". I also again interpret the phrase "complete construction" to mean that the road is open to traffic and accepted by VDOT for maintenance. If another meaning is intended, then I suggest that this be clarified.
64. In regard to proffer VII.A.5., I note that the provision of the IEIA Right-of Way "shall be at no cost to the Applicant" but goes on to include a contingency indicating that they shall not have to construct the extension of Realigned Innovation Avenue if the owner of the off-site parcel fails to provide the off-site right of way within 90 days of a request from the applicant to do so. Inasmuch as the off-site right of way is owned by the Applicant, I suggest that this contingency be removed. I suggest that instead the applicant should commit to obtaining and dedicating the off-site right of way at the time as provided in the proffer, with no contingency.
65. In further regard to proffer VII.A.5., I note that the applicant has again included a timing provision for the construction of the extension of Realigned Innovation Avenue to existing Innovation Avenue. This appears to be somewhat redundant with proffer VII.A.4. To the extent it is retained in this proffer, I suggest that the same changes be made herein as suggested for proffer VII.A.4.
66. In regard to proffer VII.A.6., in the first two lines thereof, the applicant has included a provision which contemplates what the "Applicant" shall do in the event IEIA completes the funding and construction of Realigned Innovation Avenue. Inasmuch as IEIA is included as the "Applicant", and the "Applicant"



- is committed by proffer VII.A.3. to construct the improvement, I fail to see why this provision is included herein and I suggest that it be deleted.
67. In regard to proffer VII.A.8., I note that the applicant has indicated the intent to take steps necessary to abandon, vacate and abolish existing Innovation Avenue through the Property in coordination with Loudoun County, VDOT and the IEIA". Inasmuch as the IEIA is a part of the "Applicant" I suggest that the reference to the IEIA is not needed. I also note that the road cannot be abandoned until the new Realigned Innovation Avenue has been completed and is providing an alternative route. I question whether the abandonment of this road entails the abandonment of the portion of the existing Innovation Avenue from the Property line to the proposed intersection with Realigned Innovation Avenue. I suggest that what happens to that portion of existing Innovation Avenue be addressed as well.
68. In regard to proffer VII.B.1., concerning the Route 28/Innovation Avenue interchange, I am uncertain exactly what is being proffered. Portions of the interchange are already constructed, so I assume that portions of the right of way are already dedicated. I suggest that the applicant clarify their statement. In addition, it is not clear whether the applicant's proffer to dedicate all necessary right of way for a trumpet-style interchange is intended to include only portions that are on-site or also includes obtaining any needed off-site right of way. I suggest that the applicant clarify their commitment and clearly show the area to be dedicated on the CDP.
69. In further regard to proffer VII.B.1., for reasons previously stated, I suggest that the last sentence be deleted.
70. In regard to proffer VII.B.2., I note that the applicant has indicated the intent to fund and construct the interchange "prior to commencement of Phase IB". I suggest that the applicant be more specific, such as identifying the first zoning permit for a use in Phase IB. Additionally, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.
71. In regard to proffer VII.C.1., concerning the future Dulles Toll Road Bridge right of way, I question why the burden is being placed on the County to have to request the reservation of right of way. I suggest that this proffer be amended to require the applicant to reserve the right of way prior to approval of each subdivision or site plan containing said right of way, and to dedicate the right of way upon request.
72. In further regard to proffer VII.C.1., in the second line thereof, there is a reference to "Exhibit C". I suggest that this exhibit be identified with more

specificity, to include title, date and the company that prepared it. I also suggest that Exhibit C be labeled as "Exhibit C".

73. In regard to proffer VII.C.2., I suggest that it be clarified that the applicant shall prepare any and all plats of dedication necessary to dedicate the right of way for the Dulles Toll Road Bridge. In addition, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.
74. In regard to proffer VII.D.1., in the third line thereof, I suggest that the phrase "up to 50 feet of off-site right-of-way" be changed to "right of way, up to 50 feet in width,".
75. In further regard to proffer VII.D.1., which involves the extension of Shaw Road to intersect with Innovation Avenue, I suggest that the applicant clarify how and where this extension is to occur and where it is to intersect with Innovation Avenue. I also assume that the applicant intended to reference Realigned Innovation Avenue, but unless the intersection is shown on the CDP, I cannot be certain which road should be referenced. I suggest that this be clarified and clearly shown on the CDP.
76. In regard to proffer VII.E.1., concerning the Route 606/Rock Hill Road intersection improvements, I suggest that the applicant illustrate the proposed improvements, either as an exhibit or shown on the CDP. In addition, in the last line of the proffer, I suggest that the phrase "west bound" be inserted prior to the phrase "Route 606".
77. In regard to proffer VII.E.3., I note that the applicant includes a provision to approach the Town of Herndon to condemn needed right of way if it becomes necessary. However, the intersection of Route 606 and Rock Hill Road lies within Loudoun County and it appears that right of way for the additional left turn lane will be needed from properties located within Loudoun as well as in Herndon. I suggest that this provision be re-written to address the possible need for both jurisdictions to condemn right of way. I also suggest that it be indicated that the applicant shall copy the appropriate County official, which I suggest is the County Zoning Administrator with all correspondence between themselves and the Town of Herndon on this matter.
78. In regard to proffer VII.E.4., concerning signal timing at the Route 606/Rock Hill Road intersection, it is not clear why the adjustment of the timing signal would be contingent on the acquisition of right of way for an additional turn lane. I suggest that this change take place as needed with or without the additional turn lane. In addition, I note that while the applicant uses the phrase "unless relieved of its obligation in accordance with Proffer VII.E.5." in describing its commitment to adjusting the signal timing, there is nothing in



proffer VII.E.5. which addresses this obligation. I suggest that the applicant simply commit to the adjustment of the signal timing.

79. In regard to proffer VII.E.5., I note that the applicant proposes to pay the Town of Herndon \$100,000 if the Town decides to not condemn right of way needed for the turn lane. I suggest that such funds should go to the County of Loudoun and not the Town of Herndon.
80. In regard to proffer VII.F.1., in the first line thereof, I suggest that the phrase "up to 30 feet of right-of-way" be changed to "right of way, up to 30 feet in width". In addition, for reasons previously stated, I suggest that the last sentence of the proffer be deleted.
81. In regard to proffer VII.F.2., I note that the applicant proposes to construct one lane of a two lane Road B, from Road H east to Rock Hill Road. I note that this extension requires the acquisition of off-site right of way, yet there is no commitment to obtaining such right of way. I suggest that this be addressed, although I note that proffer VII.F.1. states that the "Applicant" shall dedicate one half of a two lane section of Road B from Road H to Rock Hill Road. I urge the applicant to clarify if their intent was to acquire and dedicate the off-site right of way, as well as providing the on-site right of way.
82. In further regard to proffer VII.F.2., I question the value of a one lane road, rather than a complete two lane road. I urge our transportation staff review this provision.
83. In further regard to proffer VII.E.2., I note that the CDP shows the intersection of Road B and Rock Hill Road as being immediately adjacent to the Rock Hill Road entrance to the CIT. I question the acceptability of such an alignment, and urge staff to give this careful review.
84. In regard to proffer VII.G.1.a., I note that the applicant has included a requirement that either the "Applicant" or the POA must submit a Transportation Demand Management Program to the County for review and approval. I suggest that this be amended to require that the applicant submit the TDM Program for review and approval, and that once approved ensure that it is incorporated into the POA documents.
85. In regard to proffer VII.G.1.b., I again suggest that the applicant submit their proposed TDM program to the County for review and approval and not the POA. I further suggest that once approved, the applicant commit to including such Program in the POA documents. I also suggest that the POA documentation include another provision indicating that the POA cannot

remove the TDM requirements from their documents without obtaining expressly granted permission from the County.

86. In further regard to proffer VII.G.1.b., in the fourth line thereof, I note that it is indicated that the applicant shall achieve a 10% reduction in AM and PM peak hour traffic. If the POA prepares the TDM Program, I do not see how the applicant is going to be the one to enforce it.
87. In regard to proffer VII.G.2.b., I note that the applicant has proposed including bicycle and pedestrian incentives as part of the TDM Program, including provisions for bicycle parking and "shower changing facilities in accordance with Proffer VIII.B." However there is nothing in proffer VIII.B. that requires the provision of shower/changing facilities. I suggest that this inconsistency be eliminated.
88. In regard to proffer VII.G.2.f., I note that the applicant has indicated that "the Applicant shall implement the approved provisions of the TDM Program". If the applicant is to be the entity implementing the Program, then I fail to see why in proffer VII.G.1.b., it states that the POA may be the implementing authority. I suggest that this be clarified.
89. In regard to proffer VII.H., I note that the applicant has indicated the intent to dedicate the on-site right of way of Road B from the intersection of Road B and Road H east to Rock Hill Road if the County or others wish to construct it earlier than the applicant's construction schedule. I note that in proffer VII.F.1., the applicant merely states the intent to dedicate the right of way for the one lane of the road, without distinguishing between the on-site and off-site portions. Therefore, if the County or others are moving forward with construction of the road, I suggest that the applicant provide the same right of way as they proffered to provide in proffer VII.F.1.
90. In further regard to proffer VII.H., I note that the applicant has indicated that, in the case where the County or others are constructing improvements ahead of the applicant's proffered construction schedule, the right of way would be dedicated once the construction plans and profiles have been submitted and approved by all necessary parties. I urge staff to ensure that the CPAP's can be approved prior to the dedication of right of way. I also question whether the County of Fairfax review of Road B to Rock Hill Road is also called "construction plans and profiles". I also question how Loudoun is to know when Fairfax has approved such construction plans. I suggest that this be clarified.
91. In regard to proffer VII.I., in the second line thereof, I suggest that the phrase "construction of proffered improvements are completed by others" be changed



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to "construction of any of the proffered road improvement(s) is/are completed by others".

92. In regard to proffer VIII.A.1., in the fifth line thereof, I note that the applicant refers to a "multi-use trail". However, in proffer VII.B.1. the applicant refers to a "bicycle/multi-use trail" network. I assume these are intended to refer to the same thing, but I suggest that consistent terminology be used. Additionally, Sheet 6 of the CDP refers to an "On-Site 10' Multi-Use Trail" and an "Off-Site 10' Multi-Use Trail". Again, I suggest that consistent terminology be used.
93. In regard to proffer VIII.B.2., in subsection (c) thereof, I note that the applicant has indicated that the bicycle/multi-use trail shall serve at least two of the three planned bus shelters/stops within the Property. However, I also note that none of the locations shown on the CDP for bus shelters/stops are located along the "On-Site 10' Multi-Use Trail" shown on Sheet 6 of the CDP. I suggest that the applicant clarify how they intend to serve these bus shelters/stops with the bicycle/multi-use trail system, assuming the trail shown on Sheet 6 is intended to be the bicycle/multi-use trail.
94. In regard to proffer VIII.B.3., in the third and fourth lines thereof, I note that the applicant has proposed including bicycle racks for all residential buildings and all office buildings. I suggest that they indicate that the location of such racks shall be indicated on the site plan for each building. Additionally, in referring to "each Office building", I question whether this is intended to include each building in the PD-OP district, even if such building is occupied by a use other than office, and whether this is intended to include mixed use buildings within the PD-TC district. I suggest that this be clarified.
95. In regard to proffer VIII.C., concerning a trail network in Land Bay A, I suggest that the applicant include a timing mechanism for the provision of such network.
96. In regard to proffer VIII.D., in the first line thereof, rather than refer to the "commencement" of Phase II, I suggest that this be changed to refer to the "issuance of the first zoning permit" in Phase II.
97. In further regard to proffer VIII.D., I question whether the trail referenced herein is intended to be the same as the "Off-Site 10' Multi-Use Trail" shown on Sheet 6. If so, then I suggest that consistent terminology be used. If not, then I suggest that the applicant clarify what the "Off-Site 10' Multi-Use Trail" shown on Sheet 6 is.
98. In further regard to proffer VIII.D., I note that the applicant refers to the owner of Loudoun County parcel 035-26-7139 and Fairfax County parcels 15-2 ((1))

- 16 and 18. County tax records show that the Loudoun County parcel is owned by "The Innovative Technology Authority". It is not clear if this is a different entity than the applicant "the Innovative and Entrepreneurship Investment Authority" or not. I suggest that this be clarified. However, the preamble lists the IEIA as the owner of the referenced parcel. If it is the same, then I suggest that the applicant commit to obtaining the easements. If it is different, then I suggest that the preamble be corrected and that the proper owner of the parcel be referenced.
99. In further regard to proffer VIII.D., I note that this proffer does not contain a contingency for the event that the referenced easements are not made available. If the needed easement indeed crosses property owned by one of the applicants, then I suggest that this may not be needed, and the proffer should simply commit to the provision of the easements, if required.
100. In regard to proffer VIII.G., concerning noise mitigation, I note that the applicant states an intent to "comply with recommended noise attenuation measures". However, it is not clear if these measures are to be recommended by the noise impact study or whether they are to be the recommendations of the County staff. I suggest that this be clarified.
101. In regard to proffer IX.A.1., concerning the maintenance of imperviousness at a level that is less than 66% of the overall site, I question how this is to be tracked. It is not clear if the intent is to maintain such level at every phase of development. I suggest that the applicant clarify how they intend to document compliance with this proffer.
102. In regard to proffer IX.A.2., concerning the maintenance of stormwater quality, I note that the applicant states the intent to "maintain" a 50% phosphorus removal rate from stormwater runoff, provided that this removal rate does not apply to road and utility infrastructure. I have no idea how this is to be tracked. It is not clear how the stormwater is to be divided between the portion that is due to road and utility infrastructure and how much is from elsewhere on the Property. I suggest that the applicant clarify how this proffer is to be tracked.
103. In regard to proffer IX.A.2.a.i., concerning the provision of 75,000 square feet of green roofs, I suggest that the applicant provide some timing mechanism for the provision of such green roofs.
104. In regard to proffers IX.A.2.a. ii, and iii, I suggest that the applicant include provisions indicating how they intend to track the referenced percentages. It is not clear how many street trees are to be provided, so it is not clear how the County will know when 75% of them have been planted with tree box filters. Similarly, since it is not known how much parking square footage there will be,



it is not known how to determine that 20% of it is pervious. I suggest that for the pervious off-street parking provision, the phrase "the total square footage of both" could be changed to "each".

105. In further regard to proffer IX.A.2.a.ii., I note that the applicant's commitment to providing tree box filters excludes Road H frontage and "road frontage with depressed curve". I am uncertain what this means, or how it is measured and tracked. I suggest that this be clarified.
106. In regard to proffer IX.A.3.a., wherein the applicant has indicated the intent to provide the County with a waste management plan prior to the approval of the first site plan on the Property, I suggest that the applicant clarify whether the intent is for this plan to apply only to the first site plan, or whether this plan is to be for the entirety of the Property. Additionally, the applicant states that the plan shall outline recycling and/or reuse of waste generated during construction. Again, it is not clear if this is intended to refer to the first building or to all buildings. I suggest that this be clarified.
107. In regard to proffer IX.A.3.b., I note that while the applicant proposes to have the POA establish a mandatory recycling program for all residential buildings, this requirement is not stated for all non-residential buildings or for all hotel buildings. I suggest that these should also have recycling programs.
108. In further regard to proffer IX.A.3.b., I suggest that proffer indicate that the applicant shall include this recycling requirement in the documents establishing the POA.
109. In regard to proffer IX.B.1., wherein the applicant commits to creating tree save areas, I note that Sheet 6 of the CDP shows "specimen trees" within the Tree Conservation Area. I also note that the applicant reserves the right to clear within the tree save areas for utility crossings, wetland mitigation, storm water management facilities, best management practices, low impact design facilities and trail crossings. However, the applicant makes no specific mention of preserving the specimen trees, and this reserved right to clear could enable the applicant to remove the specimen trees. If the purpose of designating the specimen trees on the CDP is to better ensure that they will receive special attention, I suggest that it be stated that in no event shall such clearing be permitted within a certain distance of these specimen trees.
110. In regard to proffer IX.B.2., in the third and fourth lines thereof, the applicant refers to a "Tree Stand Evaluation" by Wetlands Studies and Solutions dated August 26, 2008. I question whether this has been provided to staff. I recommend that it be included as an exhibit in order to ensure that it is retained in the file for future use.

111. In further regard to proffer IX.B.2., in the ninth and tenth lines thereof, the applicant states the intention to “plant additional native trees within the stream valley buffer in Land Bay A”. As written, there is no standard against which to measure compliance. I suggest that some standard be provided, such as the number of additional trees, the density of such plantings, and the timing for such plantings.
112. In further regard to proffer IX.B.2., in the thirteenth line thereof, I suggest that the phrase “limits of the” be inserted prior to the word “Tree”.
113. In further regard to proffer IX.B.2., in the fifteenth line thereof, I suggest that the phrase “Urban Forester” be inserted following the word “County”.
114. In regard to proffer IX.B.4., in the second line thereof, I suggest that commas be placed around the phrase “as shown on the record plat”. In the third line I suggest that commas be placed around the phrase “without specific permission of the County Urban Forester”.
115. In further regard to proffer IX.B.4., in the tenth line thereof, the applicant has used the word “Owner”. I believe that this should be “Applicant”, and I suggest that it be so changed.
116. In further regard to proffer IX.B.4. and in regard to proffer IX.D., I note that proffer IX.D. requires an urban forester/arborist to prepare a tree management program for all Tree Conservation Areas while proffer IX.B.4., places a covenant on the Property to prohibit the removal of trees except to accommodate Forest Management Techniques. It seems that the tree management program required under IX.D. should be used to determine the Forest Management Techniques permitted to be used to justify the removal of trees within the Tree Conservation Areas, yet these two proffers have no cross reference. I suggest that proffer IX.B.4. be amended to cross reference proffer IX.D.
117. In regard to proffer IX.C., in the first line thereof, the applicant states that “construction plans” for all permitted improvements shall clearly define the limits of clearing. I question whether this reference to “construction plans” is intended to refer to site plans and construction plans and profile applications, or just to CPAP’s. I suggest that the applicant clarify their intent.
118. In regard to proffer IX.E., in the first line thereof, the applicant refers to “the encroachments depicted on Sheet 4 of the CDP”. Sheet 4 is an Existing Conditions Plat that does not show any encroachments and is not a part of the CDP. I suggest that the applicant’s intent be clarified.



119. In further regard to proffer IX.E., in the second line thereof, the applicant refers to the "River and Stream Corridor Resources area". However, there is no such area shown on the CDP. I suggest that this be depicted. Sheet 4, which is not a part of the CDP, does show a "50' RSCOD Management Buffer". If this is what the applicant intended to reference, I suggest that it be placed on the CDP.
120. In regard to proffer IX.G., concerning wetlands mitigation, I note that option 3 is to obtain mitigation bank credits from a bank outside of Loudoun County. That seems to be very wide open. I suggest, if the applicant is obtaining credits outside of Loudoun County, that they should at least be obtained from a bank within the Potomac River drainage area.
121. In regard to proffer IX.H., I note that the applicant has identified a number of uses that they indicate shall be permitted in the major floodplain. This list is not the same as the list of permitted uses contained in the Zoning Ordinance. I suggest that the structure of this proffer be changed to indicate which of the uses permitted by the Zoning Ordinance will be prohibited on the Property.
122. In regard to proffer X.B., in the first line thereof, I note that the applicant has indicated that a contribution to the fire and rescue services will be made for each zoning permit for "Non-Residential" uses. As drafted in these proffers, this term excludes hotel uses. I suggest that hotel uses should also be considered for inclusion in the requirement to provide a fire and rescue contribution and that this proffer be amended accordingly.
123. In regard to proffer XI.A., in the first line thereof, I note that the applicant refers to "the public water system". I believe the applicant intended to refer to the "central water supply system", as that term is defined in the Zoning Ordinance, and I suggest that this be so changed.
124. In regard to proffer XI.B., in the first line thereof, the applicant refers to "the public sewer system". I believe that the applicant intended to refer to the "central sewer system" as that term is defined in the Zoning Ordinance, and I suggest that this be so changed.
125. In regard to proffer XII., I suggest that it be deleted as it cannot be determined at this time whose signatures will be required on a particular future application. As written, this is not necessarily an accurate statement.
126. These proffers will need to be signed by all landowners, and be notarized, prior to the public hearing on this application before the Board of Supervisors.

**COUNTY OF LOUDOUN**  
**DEPARTMENT OF BUILDING AND DEVELOPMENT**  
**MEMORANDUM**

**DATE:** August 19, 2010

**TO:** Theresa Stein, Zoning Planner  
Stephen Gardner, Project Planner

**FROM:** Susan Glass, Proffer Manager

**SUBJECT: Dulles World Center - Proffer Management Comments**

Nancy and I reviewed the draft proffer statement dated July 30, 2010 from a proffer management stand point. Our comments are as follows:

- 2<sup>nd</sup> paragraph of the preamble: The property was previously subject to ZMAP 1985-0009, not ZMAP 1989-0009.
- Proffer I: We need to see land bay designations on all land development applications submitted for Dulles World Center.
- Proffer II.A.1: Last sentence reads: "Upon full build out of the Residential development, the Residential units shall have an average unit size of up to 900 square feet." The County has no way to track or monitor this proffer. We suggest a maximum size rather than an average unit size.
- Proffer II.A.2: We are confused by the last paragraph. Please clarify how Workforce Dwelling Units will be administered. The current language proposes too many options.
- Proffer II.A.3: This proffer is meaningless---there is no commitment in offering Energy Star appliances.
- Proffer II.B.2: The limitation on the amount of Commercial uses will need to be tracked at site plan; we cannot monitor this proffer at zoning permit or occupancy permit.



- Proffer II.D.2: We cannot monitor the height of the tallest Office building versus the tallest Residential building. Please modify this proffer to restrict building height to a specified height level.
- Proffer II.E: As proposed, the height of the parking structures shall not exceed the height of any Office building located along the Dulles Toll Road. Does that mean any Office building that has been built when the garage is built? Or for a proposed Office building? We recommend that a height limit be established for the parking structure.
- Proffer III: Define develop---does that mean site plan approval or issuance of zoning/building permit?
- Proffer III: In order to track the phasing of this development, the Applicant must provide a table with each site plan containing the cumulative amount of Residential, Non-Residential, Commercial and Office square footage by land bay and demonstrate the corresponding phase of development.
- Proffer III.A.2: Why is there a separate phase IB? As proposed, it just adds an additional 383,964 sq ft Office. Why isn't there just Phase 1 and Phase II? We don't understand the differentiation of Phase IA vs. Phase IB.
- Proffer IV.B: The last sentence should specify that the contribution is for multi-family market rate units, rather than each Residential zoning permit.
- Proffer V.A.1: We cannot track the completion of portions of the Promenade specified in b and c at occupancy permit for buildings constructed adjacent to certain land bays and/or having road frontage. LMIS does not have this capability. We suggest modifying this language to have the completion of the Promenade done by the issuance of a certain zoning permit or prior to site plan approval or some other event that we can track.
- Proffer V.A.2: What is meant by "The Applicant **shall activate** at least two of the pocket parks..." Does "shall activate" mean construct? Please clarify.
- Proffer V.B: Please specify which County agency or official will be responsible for deeming the civic uses to be appropriate.
- Proffer V.C.1.c: Please specify the type of Residential permit; is it zoning permit? Occupancy permit?
- Proffer V.C.2.c: Please specify the type of Residential permit; is it zoning permit? Occupancy permit?
- Proffer V.C.2.d and V.C.2.e: Please clarify the timing of the when a decision will be made about whether the interior amenity space will be provided. Does a private fitness facility need to be constructed in each land bay? Or one for the entire Dulles World project?

- Proffer VI.C: One member of the design review committee shall be an appointee of the Dulles District Supervisor. What if the election districts change? The proffer language may want to state the Board of Supervisors member whose election district includes the Dulles World Center project.
- Proffer VII.A.3: The last sentence currently reads that “The Applicant shall complete construction of such portion of Realigned Innovation Avenue...” Please add that the road is open to traffic.
- Proffer VII.A.5: How is Loudoun County going to know what dedications have been made to Fairfax County?
- Proffer VII.A.8: Typically VDOT will not approve abandonment of a road until the new section of the road is accepted into the secondary road system. We suggest that you review the time lines stated in this proffer.
- Proffer VII.E.4: Commencement of Phase II needs to be defined; is this prior to site plan approval? Or prior to issuance of first zoning permit. This comment reiterates the comment we made on Proffer III.
- Proffer VII.E.5: Please provide date certain in the event that the necessary off-site right-of-way or easements cannot be acquired by the Applicant and the Town of Herndon chooses not to exercise its right of eminent domain.
- Proffer VII.F.2: Commencement of Phase III needs to be defined; is this prior to site plan approval? Or prior to issuance of first zoning permit. This comment reiterates the comment we made on Proffer III.
- Proffer VII.K: Please make a provision for when “construct” means actually construct the road improvement and open the road to traffic. We believe the intent of Proffer VII.B.2 is to complete the construction of the interchange, rather than bond the construction. There are other transportation proffers that provide for certain road improvements to be constructed prior to commencement of a phase of development. Please clarify which improvements will actually be constructed rather than bonded for construction.
- Proffer IX.A.2.a: The County does not have a methodology to track that the minimum square footage of green roofs is being provided. The same comment applies to tree box filters; we do not have a system to count how many tree box filters are being located with street trees, nor do we have a method to calculate the percentage of pervious pavement.
- Proffer IX.A.3.a: Please stipulate the specific County agency that will receive the Construction Waste Management Plan; example, the Proffer Manager in Zoning Administration.



- Proffer IX.B.2: Please stipulate that the Applicant shall replace lost canopy in locations to be deisngated at the discretion of the Owner in consultation with the County's **Urban Forester** (designate the responsible County staff member).
- Proffer IX.E: Please add that the Applicant shall depict the River and Stream Corridor on all land development applications submitted for development of Dulles World Center.
- Proffer X.B: As currently written, the Applicant is not proffering to make a fire and rescue cash contribution for the Hotels that are developed on this property.

Cc: Dan Schardein, Zoning Administrator  
 Nancy Berfield, Permit Proffer Manager  
 Larr Kelly, Zoning Planner  
 Mark Stultz, Deputy Zoning Administrator  
 Dan Csizmar, Capital Facilities Planner

**COUNTY OF LOUDOUN**  
**DEPARTMENT OF BUILDING AND DEVELOPMENT**  
**REFERRAL MEMORANDUM**



**DATE:** September 2, 2010

**TO:** Stephen Gardner, Project Manager

**THROUGH:** Michael Seigfried, Assistant Director *MS*

**FROM:** Diana Larson, Planner, B&D Planning Division

**CASE NUMBER AND NAME:** ZMAP-2008-0018 Dulles World Center  
SPEX-2010-0008

<b>LCTM (MCPI):</b>	Tax Map	/94//14///A2D/	MCPI (035-26-4587)
	Tax Map	/94//14///A2C/	MCPI (035-25-7745)
	Tax Map	/94//14///A2E/	MCPI (035-25-8897)
	Tax Map	/94//14///A2B/	MCPI (035-26-2113)
	Tax Map	/94//14///B/	MCPI (035-17-3774)
	Tax Map	/94//14///C/	MCPI (035-26-7139)

**PLAN SUBMISSION NUMBER:** 3rd<sup>st</sup> Submission

The proposal is to rezone approximately 81.68 acres from PDRDP to PD-TC and PD-OP. The property is also subject to the Floodplain Overlay District (FOD), Airport Overlay District (AI) and Quarry Overlay District (QN) as administered by the Revised 1993 Zoning Ordinance. The applicant proposes to develop the Property as a transit-oriented, mixed-use community to take advantage of the nearby planned Metrorail station and to allow a mixture of office, commercial, civic, and residential development.

1. Note 3 on sheet 3 of the Special Exception Plat under the Zoning Checklist notes refers to Section 5-1500 of the Zoning Ordinance regarding Steep Slopes. Staff notes that the correct Section of the Zoning Ordinance for Steep Slopes is Section 5-1508.
2. Note 10 on sheet 7 of the Special Exception Plat under the Zoning Checklist notes mentions that the commercial or homeowners association will be created "prior to approval of the first record plat." Staff recommends that this be changed to "prior to the first record plat or site plan whichever is first in time" in order to be consistent with Proffer VI.B.
3. Proffer IX.D, regarding the submission and review of the tree conservation plan, is triggered by the submission of a preliminary subdivision. Staff recommends that the trigger be changed to "preliminary subdivision or site plan submission, whichever occurs first in time".




ZMAP 2008-0018 Dulles World Center  
Page 2

Thank you for the opportunity to review and comment on this application. Please feel free to contact me (703) 771-5345 or e-mail [diana.y.larson@loudoun.gov](mailto:diana.y.larson@loudoun.gov) if you have any questions.

**DEPARTMENT OF BUILDING AND DEVELOPMENT**  
**COUNTY OF LOUDOUN**  
**MEMORANDUM**

DATE: September 1, 2010

TO: Stephen Gardner, Project Manager, Department of Planning

FROM: Todd Taylor, Environmental Review Team 

THROUGH: William Marsh, Environmental Review Team Leader

CC: Sarah Milin, Community Planner, Department of Planning  
Theresa Stein, Zoning Planner

SUBJECT: **ZMAP-2010-0003, SPEX-2010-0006, SPEX-2010-0007 &  
SPEX -2010-0008 Dulles World Center  
(3<sup>rd</sup> Submission – Outstanding Issues)**

The Environmental Review Team (ERT) has reviewed the revised application, including rezoning plan set dated September 2, 2008, revised through July 30, 2010. The following is a summary of those comments that have not been adequately addressed. Please see previous ERT memorandums, including those for ZMAP-2010-0003, for more detailed comment information.

**Previous comments not addressed**

1. The current application does not demonstrate compliance with the River and Stream Corridor Policies of the Revised General Plan (RGP). The 50-foot management buffer and the 100-foot stream buffer are not depicted on a proffered plan sheet. In addition, Draft Proffer IX.E references encroachments depicted on Sheet 4 (Existing Conditions Plan), which does not include the development layout. Staff recommends that the application be revised to demonstrate full compliance with the River and Stream Corridor buffers. [RGP River and Stream Corridor Policies 2, 3, and 18]
2. The applicant's responses indicate that the hardwoods in Cover Type A in the northeastern corner of the property cannot be incorporated into the development layout and that the removal of the trees will be offset by planting trees adjacent to the stream valley. The responses state that the plantings are referenced in the proffers and will be shown on the next version of the CDP. Draft Proffer IX.B.2 states that the applicant shall plant additional native trees within the stream valley buffer in Land Bay A. Staff recommends that reforestation efforts focus on the south side of the stream, in Land Bays 6 and 9, where the riparian buffer is of a lesser density and



quality. Staff recommends that a standalone detailed reforestation commitment be provided in the proffered statement and the reforestation area be identified on the CDP. Recapturing tree cover will minimize the impact of the proposed project on existing vegetation, which is an issue for consideration per Section 6-1211(E)(9) of the RZO. This approach is also consistent with the County's strategy to protect its existing green infrastructure elements and to recapture elements where possible [RGP, Page 6-8, Green Infrastructure Text].

3. The applicant's responses state that trees on the south side of the stream have been preserved and a note has been provided stating that those trees will not conflict with the sanitary sewer easement. However, staff was unable to find the referenced note and the rezoning plan set does not identify a tree conservation area on the south side of the stream. Staff supports maintaining tree cover along the south side of the stream, particularly due to the tree cover loss caused by the sanitary sewer line. [RZO Section 6-1211(E)(9) and RGP Forest, Trees, and Vegetation Policy 1]
4. Staff acknowledges the changes to Draft Proffer IX.G (Wetland Mitigation). However, the current language references "commercially reasonable efforts", which essentially voids the commitment, as mitigation prices are typically higher in Loudoun County. In addition, the proffer differs from the Site Remediation and Mitigation section of the Sustainable Development Plan, which state that "mitigation credits for wetland disturbance will be acquired within the Broad Run watershed, if available". Staff recommends revising the language to provide a clear commitment.
5. Staff does not understand the intent of Draft Proffer IX.H and is concerned that the variations in terminology between the proffer and the permitted uses listed in Section 4-1505(A)(4) of the RZO may cause an enforcement issue. Staff recommends removing the proffer.
6. Staff recommends that a commitment be provided to update the traffic noise study to account for noise impacts associated within Innovation Drive, which is a planned minor arterial roadway, as well as the updated development layout. Further, to clarify the elements of the traffic noise study, staff recommends that the commitment specify the following, which is consistent with RGP Highway Noise Policies 1 and 2 and Revised Countywide Transportation Plan Policy 2:
  - The noise analysis shall be based on the most recent, applicable forecasted traffic volumes available from the Office of Transportation Services and the ultimate design speed for the roadways; as well as final topography.
  - Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the noise abatement criteria identified in the CTP.

- Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and should result in a noise reduction of at least 5 decibels.
  - Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation).
7. Please provide a timing mechanism for Draft Proffer IX.A.2.a.i indicating when the 75,000 square feet of green roof(s) shall be provided.

**4<sup>th</sup> Submission Comments**

8. Note 5 on Sheet 5 of the rezoning plan set states that the Scenic Creek Valley Buffer (SCVB) may be reduced pursuant to Section 5-1002(D) of the RZO at the time of site plan. Staff does not support a reduction due to the impacts that have already occurred along the south side of the stream associated with the sanitary sewer line. Staff recommends that the applicant commit to providing the full 150' SCVB as part of the rezoning application.
9. Staff recommends removing the reference to maintaining a 50 percent phosphorus removal rate in Draft Proffer IX.A.2 as the removal rate will be required based on the imperviousness of the site. Staff does not understand how that portion of the proffer language exceeds current requirements. Note that road and utility infrastructure (resulting in impervious cover) must be accounted for in the water quality calculations. Staff recommends maintaining the water quality commitments specified in Draft Proffer IX.A.2. Staff further recommends a meeting with the applicant, ERT, and the Water Resources Team staff to discuss the stormwater commitments to verify that they are consistent with local and state requirements and will not be problematic during future site plan/construction plan applications.
10. Draft Proffer VII.G.2.b states that bicycle and pedestrian incentive measures will include provisions for bicycle parking and shower/changing facilities in accordance with Proffer VIII.B, However, Draft Proffer VIII.B does not include provisions for shower/changing facilities. Given the close proximity to the planned metro station, staff recommends that a substantial commitment to shower/changing facilities be provided with this application. This recommendation is consistent with Bicycle and Pedestrian Policy 10 on Page 2-10 of the Revised Countywide Transportation Plan:

Please contact me if you have any questions or need additional information.

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